#### MCDONALD JOHN T

Form 4

November 14, 2018

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to

subject to Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Symbol

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

MCDONALD JOHN T

1. Name and Address of Reporting Person \*

may continue.

See Instruction

		Upl	Upland Software, Inc. [UPLD]				(CI	1. \		
(Last)	(First)		ate of Earliest (ath/Day/Year)	Transactio	n		(Check all applicable)  X Director 10% Owner			
401 CONO	GRESS AVE., ST		2/2018				X_ Officer (give title Other (specify below) CEO			
	(Street)		Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
AUSTIN, TX 78701							Person			
(City)	(State)	(Zip)	Table I - Non-	-Derivativ	e Sec	urities Acqu	ired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Ye	Code ar) (Instr. 8)	4. Securi omr Dispo (Instr. 3,	sed of 4 and (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock							1,581,652	D		
Common Stock	11/12/2018		S <u>(1)</u>	7,919	D	\$ 30.3654 (2)	185,819	I	By MLPF&S as Cust. FBO J. McDonald IRA	
Common Stock	11/12/2018		S(1)	1,586	D	\$ 31.16 (3)	184,233	I	By MLPF&S as Cust.	

FBO J.

								McDonald IRA
Common Stock	11/14/2018	S <u>(1)</u>	1,130	D	\$ 30	183,103	I	By MLPF&S as Cust. FBO J. McDonald IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	<b>.</b>	ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3,						(Instr
				4, and 5)						
				(A) (T)	Date Exercisable	Expiration Date	Title	Amount or Number of		
			Code V	(A) (D)				Shares		

Relationshine

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCDONALD JOHN T 401 CONGRESS AVE., STE 1850 AUSTIN, TX 78701	X		CEO					
Signatures								
/s/ Kin Gill (as attorney-in-fact for McDonald)	Mr.	11/14/2018						
**Signature of Reporting Person		Date						

Reporting Owners 2

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#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.99, inclusive. The reporting person undertakes to provide to Upland Software, Inc., any security holder of Upland Software, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.73, inclusive. The reporting person undertakes to provide to Upland Software, Inc., any security holder of Upland Software, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. .8 12/27/200212/27/2011 Common Stock 2,800  $\stackrel{(1)}{=}$  2,800 D Option (Right to Buy) \$ 19.55 12/17/200312/17/2012 Common Stock 3,000  $\stackrel{(1)}{=}$  3,000 D Option (Right to Buy) \$ 21.18 12/16/200412/16/2013 Common Stock 3,000  $\stackrel{(1)}{=}$  3,000 D Option (Right to Buy) \$ 23.95 12/14/200512/14/2014 Common Stock 6,000  $\stackrel{(1)}{=}$  6,000 D Option (Right to Buy) \$ 10.5 01/07/200101/07/2010 Common Stock 320  $\stackrel{(1)}{=}$  320 I Wife Option (Right to Buy) \$ 10.315 12/21/200112/21/2010 Common Stock 800  $\stackrel{(1)}{=}$  800 I Wife Option (Right to Buy) \$ 16.8 12/27/200212/27/2011 Common Stock 1,320 1,320 I Wife Option (Right to Buy) \$ 19.55 12/17/200312/17/2012 Common Stock 1,440  $\stackrel{(1)}{=}$  1,440 I Wife Option (Right to Buy) \$ 21.18 12/16/200412/16/2013 Common Stock 1,600 1,600 I Wife

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hillebrand James A 7217 FOX HARBOR ROAD PROSPECT, KY 40059

**Executive Vice President** 

### **Signatures**

//James A. Hillebrand 04/20/2005

\*\*Signature of Date
Reporting Person

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- (1) These options vest 20% per year.

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