Hill Michael Douglass Form 4 May 31, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

5. Relationship of Reporting Person(s) to

3235-0287 Number: January 31,

OMB APPROVAL

2005 Estimated average

burden hours per response...

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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)

1. Name and Address of Reporting Person *

05/29/2018

Stock

Hill Michae	Symbol	Symbol				Issuer					
		Upland S	Upland Software, Inc. [UPLD]				(Check all applicable)				
(Last)	(First) (M	(iddle) 3. Date of	dle) 3. Date of Earliest Transaction					••			
401 CONC	DECCAVE CHI		(Month/Day/Year) 05/29/2018				Director 10% Owner X Officer (give title Other (specify				
1850	RESS AVE., SUIT	1E 05/29/20					below)	below) reasurer & Secre	` 1		
	(Street)	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
AUSTIN, T	FV 78701	Filed(Mon	th/Day/Year)				Applicable Line) _X_ Form filed by Form filed by	One Reporting Pe			
AUSTIN, I	A /0/01						Person				
(City)	(State)	Zip) Table	e I - Non-Do	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Ac	quired	5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of Code (D)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
					(A) or		Reported Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	05/00/0010		3.6	15 000		\$	205.005	ъ			

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

M

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

295,087

0.3

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

15,000 A

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 0.3	05/29/2018		M	15,000	<u>(1)</u>	03/16/2021	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hill Michael Douglass 401 CONGRESS AVE., SUITE 1850 AUSTIN, TX 78701

CFO, Treasurer & Secretary

Signatures

/s/ Toni Nguyen, Attorney-In-Fact

05/31/2018

**Signature of Reporting Person

Date

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).

25% of the shares subject to the Option vested on 3/16/2012, and the remaining shares subject to the Option vested in equal 36

(1) installments on the 16th day of each month, in each case subject to the reporting person's continued employment through such vesting dates.

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.

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