

Upland Software, Inc.
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2 – Exit Filing)*

uPLAND SOFTWARE, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

91544A109

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 91544A109

(1) Names of Reporting Persons

Park West Asset
Management
LLC

(2) Check the
Appropriate Box (a)
if a Member of a Group

(b)

(3) SEC Use Only
(4) Citizenship or Place
of Organization

Delaware
Number of Shares
Beneficially Owned By
Each Reporting Person
With

(5) Sole
Voting 0

Power:

(6) Shared
Voting 0

Power:

(7) Sole
Dispositive 0

Power:

(8) Shared
Dispositive 0

Power:

(9) Aggregate Amount
Beneficially Owned by
Each Reporting Person

0

(10) Check if the
Aggregate Amount in
Row (9) Excludes Certain
Shares (See Instructions):

(11) Percent of Class
Represented by Amount
in Row (9)

0.0%
(12) Type of Reporting
Person
IA

CUSIP No.

91544A109

(1) Names of
Reporting Persons

Park West
Investors
Master Fund,
Limited

(2) Check the
Appropriate

Box if a (a)
Member of a []
Group

(b)
[]

(3) SEC Use Only

(4) Citizenship or
Place of Organization

Cayman Islands

Number of Shares
Beneficially Owned By
Each Reporting Person
With

(5) Sole
Voting 0
Power:

(6) Shared
Voting 0
Power:

(7) Sole
Dispositive 0
Power:

(8) Shared
Dispositive 0
Power:

(9) Aggregate Amount
Beneficially Owned by
Each Reporting Person

0

(10) Check if the
Aggregate Amount in
Row (9) Excludes
Certain Shares (See
Instructions):

[]

(11) Percent of Class
Represented by
Amount in Row (9)

0.0%

(12) Type of Reporting
Person

CO

CUSIP No.

91544A109

(1) Names of
Reporting Persons

Peter S. Park

(2) Check the

Appropriate
Box if a Member of a
Group

(a)

]

(b)

]

(3) SEC Use Only

(4) Citizenship or
Place of Organization

United States of
America

Number of Shares
Beneficially Owned By
Each Reporting Person
With

(5) Sole
Voting 0

Power:

(6) Shared
Voting 0

Power:

(7) Sole
Dispositive 0

Power:

(8) Shared
Dispositive 0

Power:

(9) Aggregate Amount
Beneficially Owned by
Each Reporting Person

0

(10) Check if the
Aggregate Amount in
Row (9) Excludes
Certain Shares (See
Instructions):

]

(11) Percent of Class
Represented by
Amount in Row (9)

0.0%
(12) Type of
Reporting Person
IN

Item 1(a). Name Of Issuer: Upland Software, Inc., a Delaware corporation (the “Company”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

401 Congress Avenue, Suite 1850

Austin, Texas 78701

Item 2(a). Name of Person Filing:

This report on Schedule 13G (this “Schedule 13G”), is being jointly filed by (i) Park West Asset Management LLC (“PWAM”), a Delaware limited liability company and the investment manager to (a) Park West Investors Master Fund, Limited (“PWIMF”), a Cayman Islands exempted company and (b) Park West Partners International, Limited (“PWPI” and, collectively with PWIMF, the “PW Funds”), a Cayman Islands exempted company; (ii) PWIMF; and (iii) Peter S. Park, as the sole member and manager of PWAM (“Mr. Park” and, collectively with PWAM and PWIMF, the “Reporting Persons”). The Reporting Persons no longer hold shares in the Company.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address for each of the Reporting Persons is c/o Park West Asset Management LLC, 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

Item 2(c). Citizenship:

PWAM is organized under the laws of the State of Delaware. PWIMF is organized under the laws of the Cayman Islands. Mr. Park is a citizen of the United States.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.0001 par value per share.

Item 2(e). CUSIP No.:

91544A109

Item 3. If This Statement Is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

Item 4. Ownership: As reported in the cover pages to this report, the ownership information with respect to PWAM and Mr. Park is as follows:

| | |
|---------------------------------------------------------------|------|
| (a) Amount Beneficially Owned: | 0 |
| (b) Percent of Class: | 0.0% |
| (c) Number of Shares as to which such person has: | |
| (i) Sole power to vote or to direct the vote: | 0 |
| (ii) Shared power to vote or to direct the vote: | 0 |
| (iii) Sole power to dispose or to direct the disposition of: | 0 |
| (iv) Shared power to dispose or to direct the disposition of: | 0 |

As reported in the cover pages to this report, the ownership information with respect to PWIMF is as follows:

| | |
|---------------------------------------------------------------|------|
| (a) Amount Beneficially Owned: | 0 |
| (b) Percent of Class: | 0.0% |
| (c) Number of Shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote: | 0 |
| (ii) Shared power to vote or to direct the vote: | 0 |
| (iii) Sole power to dispose or to direct the disposition of: | 0 |
| (iv) Shared power to dispose or to direct the disposition of: | 0 |

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2019

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

**PARK WEST INVESTORS
MASTER FUND, LIMITED**

By: Park West Asset
Management LLC, its Investment
Manager

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park

Attention: Intentional misstatements or omissions of fact constitute

Federal criminal violations (See 18 U.S.C. 1001)

Exhibit Index

Exhibit

99. Joint Filing Agreement, dated as of February 14, 2018, by and among Park West Asset Management LLC, Park West Investors Master Fund, Limited and Peter S. Park (incorporated by reference to Exhibit A to the Schedule 13G filed with the Securities and Exchange Commission on February 14, 2018).