

SABA SOFTWARE INC  
Form 10-K  
August 14, 2008  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED MAY 31, 2008**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from                      to                      .

Commission file number: 000-30221

# SABA SOFTWARE, INC.

(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>94-3267638</b> (I.R.S. Employer Identification Number)
<b>2400 Bridge Parkway</b> <b>Redwood Shores, California</b> (Address of Principal Executive Offices)	<b>94065-1166</b> (Zip Code)

**(650) 581-2500**

(Registrant's Telephone Number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

**Common Stock, par value \$0.001 per share**

Securities Registered Pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or Section 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant as of November 30, 2007, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$120,960,000 (based on a closing sale price of \$4.95 per share as reported for the Nasdaq Global Market (formerly the Nasdaq National Market)). Shares of common stock beneficially held by each executive officer and director and by each person who beneficially owns 5% or more of the outstanding common stock have been excluded since such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the registrant's common stock, \$.001 par value per share, outstanding as of July 31, 2008 was 29,134,113.

### Documents Incorporated by Reference

Portions of the registrant's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on November 14, 2008 are incorporated by reference in Part III of this Form 10-K to the extent stated herein. Except as expressly incorporated by reference, the registrant's Proxy Statement shall not be deemed to be a part of this Form 10-K.

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**SABA SOFTWARE, INC.**

**FISCAL YEAR 2008**

**FORM 10-K**

**ANNUAL REPORT**

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**PART I**

**FORWARD-LOOKING INFORMATION**

This Annual Report on Form 10-K and certain information incorporated herein by reference contain forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements contained in this Annual Report on Form 10-K other than statements of historical fact are forward-looking statements for purposes of these provisions, including any statements of plans and objectives for future operations and any statement of assumptions underlying any of the foregoing. Statements that include the use of terminology such as may, will, expects, believes, plans, estimates, potential, or continue, or the negative thereof or other comparable terminology are forward-looking statements. Forward-looking statements include:

(i) in Item 1, statements regarding competition, our belief that we offer the most comprehensive and flexible Human Capital Management platform, our belief that we are the leader in our market space, and registration of trademarks;

(ii) in Item 1A, statements regarding our expectation that we will derive substantially all of our revenues for the foreseeable future from the Saba Enterprise suite and the Saba Centra product suite, the incurrence of non-cash expenses relating to the amortization of purchased intangible assets, our expectations to incur losses in the future, our belief that quarter-to-quarter comparisons of our revenues and operating results are not necessarily meaningful and should not be relied upon as indicators of future performance, our belief that we are in compliance with Statement of Position 97-2, *Software Revenue Recognition*, as amended, expanding our international presence, periodically acquiring complementary businesses or technologies, regularly releasing new products, and issuance of a reexamination certificate cancelling certain patent claims;

(iii) in Item 2, statements regarding the adequacy of our existing facilities to meet anticipated needs for the foreseeable future;

(iv) in Item 3, statements regarding the financial impact of any proposed settlements, our intention to dispute claims against us, and the merits of claims against us;

(v) in Item 5, statements regarding our intention to retain our future earnings;

(vi) in Item 7, statements regarding the benefits of the acquisition of Centra, our expectation that the Saba Enterprise Suite and Saba Centra product suite will generate substantially all of our revenues in the foreseeable future, our belief that the revenue generated from OnDemand will continue to grow, our anticipation that a substantial majority of our customers will renew their contracts on expiration and that we will continue to add new OnDemand customers, our expectation that license updates and product support revenue will continue to grow, our belief that we will not use certain technology in future offerings, the effects of our restructuring efforts, our anticipation that we will continue to experience long sales cycles, the table summarizing our contractual obligations at May 31, 2008, the sufficiency of our available cash resources, credit facility and cash flows generated from revenues over the next twelve months, the adequacy of tax provisions related to the examination of certain of our tax returns, our estimate of future forfeiture rates in stock-based compensation and our anticipation to not pay dividends in the foreseeable future;

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(vii) in Item 7A, statements regarding the effects of future changes in interest rates and foreign currency rates; and

(viii) in Item 8, statements regarding our anticipation that revenues from Saba Enterprise Suite and Saba Centra product suite will constitute substantially all of our revenues for the foreseeable future, our management's belief that financial risks associated with cash, cash equivalents and accounts receivable are minimal, the financial impact of a proposed settlement, the merits of our litigation, statements regarding total expected future amortization related to intangible assets, our estimate of future forfeiture rates in our stock-based compensation plans, the anticipated adjustments to total unrecognized stock-based compensation, and the adequacy of tax provisions related to the examination of certain of our tax returns.

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These forward-looking statements involve known and unknown risks and uncertainties. Our actual results may differ materially from those projected or assumed in such forward-looking statements. Among the factors that could cause actual results to differ materially are incorrect estimates or assumptions, unanticipated adverse results for pending litigation, contraction of the economy and world markets, lack of demand for information technologies from our customers, unanticipated need for capital for operations, lack of demand for our products, inability to introduce new products, unanticipated difficulties relating to the Human Capital Management software suite, unanticipated decrease in demand for our OnDemand product, unanticipated changes in domestic and foreign tax regulations and the factors detailed under the heading Risk Factors in Item 1A of this Annual Report on Form 10-K. All forward-looking statements and risk factors included in this document are made as of the date hereof, based on information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement or risk factor.

## **ITEM 1: BUSINESS**

### **Overview**

We help organizations manage their most important asset their people. We provide the premier software platform for enterprise learning, collaboration, performance, and talent management, as well as license updates and product support, OnDemand, implementation, training and consulting services. Our s people management solutions drive organizational excellence by bringing a disciplined approach to aligning, developing and managing people across the entire organization.

By using us to manage their extended workforce, our customers achieve demonstrably higher levels of performance through:

Increased productivity, sales and service effectiveness;

Reduced personnel development and training costs; and

Improved organizational agility and execution.

Our solutions help our customers through the implementation of a management system for aligning goals, developing and motivating people and measuring results. By implementing our solutions, organizations are better equipped to: align their workforce around the organization s business objectives; effectively manage growing regulatory requirements; increase sales and channel readiness; accelerate the productivity of new people joining the extended enterprise of employees, customers, partners and suppliers; increase both the speed of customer acquisition and long-term customer loyalty; shorten time-to-market of new products; and improve visibility into organizational performance.

We were incorporated in Delaware in April 1997. Our headquarters are located at 2400 Bridge Parkway, Redwood Shores, California 94065, and our telephone number is +1 (650) 696-3840. Our Internet address is [www.saba.com](http://www.saba.com). On the Investor Relations page of our web site we post the following filings as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission: our Annual Report on Form 10-K; our Quarterly Reports on Form 10-Q; our Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ). The filings on our Investor Relations web page are available to be viewed free of charge. Information contained on our web site is not part of this Annual Report on Form 10-K or our other filings with the Securities and Exchange Commission. We assume no obligation to update or revise

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any forward-looking statements in this Annual Report on Form 10-K, whether as a result of new information, future events or otherwise, unless we are required to do so by law. A copy of this Annual Report on Form 10-K is available without charge upon written request to: Investor Relations, Saba Software, Inc., 2400 Bridge Parkway, Redwood Shores, California 94065.



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### **Products and Services**

We offers the Saba® Enterprise Suite, the Saba® Centra product suite and a range of professional, education and customer support services.

#### ***Saba Enterprise Suite***

Saba Enterprise Suite is built on a common platform, which simplifies development of a comprehensive Human Capital Management solution featuring:

a seamless user experience;

lower implementation costs;

simplified reporting; and

a common repository of people information, business objects and competencies.

The common foundation makes us easier to deploy by allowing customers to choose which components the organization needs today, and allowing customers to build a unified solution as their business needs change or grow.

By leveraging web services and a service-oriented architecture, our products can easily integrate into customers' existing IT environments.

The Saba Enterprise Suite consists of:

*Saba Learning Suite.* A comprehensive enterprise learning and learning content management solution that gives organizations and their people the tools they need to develop skills and competencies and improve productivity;

*Saba Performance Suite.* Enables organizations to continuously align people's daily activities with key organizational goals and establish a relevant performance review process that clarifies expectations and improves accountability;

*Saba Talent Suite.* Enables organizations to reduce risk by proactively planning for successions as well as identifying, developing, tracking and managing future leaders;

*Saba Business Foundation.* Delivers a common view of employee skills, interests, and experience, providing greater visibility into the impact of Human Capital Management ( HCM ) initiatives and business results, as well as how well people are aligned to the goals of the organization;

*Saba Collaboration.* Facilitates enabled learning and knowledge transfer between individuals and subject matter experts in informal settings or in conjunction with learning events and allows the organization to build and manage communities of practice, create repositories of institutional knowledge and leverage the collective intelligence of the workforce. Saba Collaboration includes tools such as chat rooms, threaded discussions, wikis and document sharing, and is integrated with Saba Centra to allow creation of knowledge assets based on web conference sessions that build the organization s knowledge base over time.

*Languages.* The Saba Enterprise Suite is available in the following languages: American English, Brazilian Portuguese, British/International English, Canadian French, Continental French, Continental Spanish, Danish, Dutch, German, Greek, Hungarian, Indonesian (Bahasan), Italian, Japanese, Korean, Mexican Spanish, Norwegian, Polish, Russian, Simplified Chinese, Swedish, and Traditional Chinese.

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### *Saba Learning Suite*

The Saba Learning Suite is a family of products designed to deliver configurable, targeted functionality in a single solution that addresses five key enterprise learning areas:

*Regulatory Compliance.* Allows a regulated organization to track required certifications and qualification programs and effectively respond to compliance audits;

*Sales and Channel Readiness.* Enables sales organizations and distributors to rapidly gain the skills and knowledge required to build a sales pipeline and win business for new products;

*Channel Certification.* Focuses on qualifying channel partners to consistently represent an organization's products and brands and deliver a quality customer experience;

*Customer Education.* Supports an organization's ability to generate revenue and increase customer loyalty through the sale and distribution of training; and

*Corporate Universities.* Provides the ability to develop employees' skills and competencies to effectively execute organizational objectives and gain competitive advantage.

By implementing multiple enterprise learning solutions in a single system, organizations can lower the overall cost of supporting enterprise-wide learning processes, leverage internally-created content and subject-matter experts in multiple areas and create a common pool of knowledge for and about people. This unified solution also offers the flexibility to change processes and develop new opportunities from a common foundation, while creating the visibility needed to operate as an integrated virtual enterprise.

The Saba Learning Suite combines enterprise learning with collaboration for informal learning, synchronous learning, analytics and content creation and management. It also provides support for blended learning and is available in 22 languages for global deployment. The Saba Learning Suite is also integrated with Saba Centra for virtual classroom and informal learning. The Saba Learning Suite includes the following applications:

*Saba Learning.* Enables global organizations to deliver and manage critical knowledge and skills to improve productivity and achieve business results;

*Saba Certification Management.* Supports building and management of complex certifications with multiple learning pathways. Provides flexible audit trails and supports e-signatures to meet a wide variety of stringent regulatory requirements;

*Saba Learning Commerce.* Provides support for optimized pricing, discounting schemes, marketing campaigns, branded certification programs, bundled training units and a variety of convenient payment methods for education businesses;

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*Saba Content Management.* Helps global organizations capture, consolidate, organize, manage, share and reuse all types of learning content through a learning object repository and automated content and project-management processes;

*Saba Publisher.* Allows users to create new courses, or repurpose courses, and publish them into HTML or standard learning formats, such as AICC or SCORM, quickly and efficiently;

*Saba Centra.* Provides the ability to engage with groups in live, interactive education sessions across many locations. Allows users to share knowledge and record sessions for informal learning; and

*Saba VLE Connectors.* Provides web-services-based integration between Saba and third-party virtual learning environments, supporting an enterprise's ability to create and manage virtual learning from within Saba. VLE Connectors are not required for Saba Centra, since it is an integrated component of the Saba Learning Suite.

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### *Saba Performance Suite*

Saba Performance Suite helps improve organizational performance by aligning the workforce around the organization's most important business objectives. Saba Performance Suite provides real-time visibility into an organization's progress against goals, allowing leaders to make ongoing adjustments and respond to changing requirements. With Saba Performance Suite, companies and government agencies of all sizes can automate all the processes associated with managing performance across the extended enterprise of employees, customers, partners and suppliers. These processes include:

*Goal and objective management.* Enables creation, distribution and management of goals and objectives throughout the extended enterprise;

*Goal alignment.* Provides line-of-sight visibility to ensure that individual and team goals are aligned to the organization's goals and that the organization is executing against its most important objectives;

*Initiative management.* Enables management and tracking of goals in support of a cross-functional initiative;

*Performance reviews.* Provides highly flexible, multi-level review and assessment functionality; and

*Performance planning.* Enables creation of performance plans that combine performance goals, career development goals and recommended learning.

### *Saba Talent Suite*

Saba Talent Suite is a solution that provides the ability to track and manage processes that relate to the development of talent across the organization. The Saba Talent Suite enables organizations to create succession plans for key positions, as well as develop key talent for the demands of future positions. Candidates identified as potential successors to key roles are not just assessed and ranked, but are provided with guidance to prepare them for the position, enabling organizations to develop the skilled individuals they need to be successful. In addition, Saba Talent Suite provides organizations with the following capabilities:

*Talent Profiles.* Create and manage detailed talent profiles of people in the organization. These profiles are based on data in HR Information Systems, can be supplemented by employees and managers, and are enhanced automatically as employees complete learning and performance plans;

*Talent Pools.* Assess bench strength for key positions and/or targeted career development opportunities. Fit to pool criteria is automatically assessed, allowing dynamic tracking of readiness of pool candidates;

*Extensible 9-Box Analysis.* Graphically view key metrics on selected talent in order to devise the most appropriate development strategies;

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*Career Development.* Develop top performers for future responsibilities and assign goals and competencies to pool candidates. It allows employees to self-manage careers by designating career goals and understanding required competencies to be eligible for the desired positions. It also provides the user with a learning plan to fill a competency gap;

*Organization Chart View.* View competency, performance and potential metrics in an organization chart view to understand key strengths and weaknesses across the enterprise; and

*Workforce Planning.* Model different skill and position requirements to understand future gaps and plan talent development and acquisition strategies.

### ***Saba Centra***

Saba Centra enables online virtual learning and training. Organizations can share knowledge and exchange information with customers, partners, prospects and employees around the world in real-time. Centra helps organizations increase productivity and efficiency by helping to incorporate learning and knowledge transfer into

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business processes. Saba Centra works with the Windows and Apple Macintosh platforms and helps to accelerate mission-critical initiatives that involve learning, training, and general web conferencing.

*Saba Centra for Virtual Classes.* Enables employees to engage with groups in live, interactive education sessions across many locations;

*Saba Centra Virtual Classes for Universities and Schools.* Brings instructors and students together online in interactive, online classes and degree programs to help provide the interaction of a typical classroom;

*Saba Centra for Web Seminars.* Equips the organization with a fast, efficient and cost-effective way to reach and engage large audiences quickly;

*Saba Centra for eMeetings.* Helps eliminate the difficulties of complex meeting coordination and the time and expense of business travel; and

*Saba Centra Knowledge Center* . Provides on-demand access to blended learning programs, knowledge assets and important documents. Saba Centra Knowledge Center includes a searchable library of content and learning activities and enables the design of personalized tracks of essential corporate or training materials and recorded events tailored to job roles, skill levels or knowledge.

## ***Saba Services***

We offer comprehensive services to assist in the successful implementation of our products. As of May 31, 2008, we employed approximately 172 people worldwide in services-related activities.

Our global services organization supports multiple offerings, including:

Professional Services.

*Strategic Services.* Saba Strategic Services are designed to enable organizations to effectively link human capital management to business strategies. Offerings include developing new human capital management strategies, change management and governance, developing and deploying competency models, measurement and evaluation strategies, as well as content integration and deployment;

*Consulting services.* Our consulting services include definition of business objectives, design of phased plans for achieving these objectives, technical solution specifications, establishment of implementation timelines and resource requirements, installation of Saba solutions, systems configuration, data loading, custom report and notification design, website development, enterprise system integration and post-implementation assessment; and

*Education services.* We provide a broad range of education offerings in a variety of formats, including instructor-led training and web and technology-based training. Course curricula, designed to enable customers to

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fully exploit the value of Saba solutions, include product training, project team training and technology training.

*OnDemand Services.* We provide flexible deployment options that allow our customers to begin using their chosen solutions with exceptional speed and flexibility while reducing their IT infrastructure and resource investment. Customers can minimize the time required to get their organization up and running with Saba products, and avoid unforeseen complications. We offer a variety of OnDemand Services, including:

Saba Centra OnDemand;

Saba Learning OnDemand;

Saba Performance OnDemand;

Saba Talent OnDemand; and



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Saba Hosting services, which include security administration and backup and recovery services.

*License Updates and Product Support Services.* Our License Updates and Product Support services are designed to ensure that our customers have the latest technology available to them and to assist them in ensuring on-going success with our products. We provide a range of product support options, allowing customers to utilize their own resources to the degree desired and leverage their existing investments in customer support or to count on Saba to provide the support services needed. Options include enterprise support, an end-user help desk and on-site support.

## **Our Customers**

Our customers include a wide spectrum of large, global enterprises and small- to mid-size organizations in the automotive, communications, computer software and hardware, electronics, consumer package goods, energy, financial services, health care, manufacturing, medical equipment, pharmaceutical, professional services, retail and transportation industries, as well as government and other public sector organizations. Based on total revenues, our customers also are leaders in their regions, representing two of the top five companies in Europe, the top three companies in Germany and the largest company in Brazil. In the public sector, our customers include the Army University Access Online, the Federal Law Enforcement Training Center and several branches of the U.S. Government. In fiscal 2008, 2007 and 2006, no customer accounted for more than 10 percent of total revenues.

## **Alliances**

As of May 31, 2008, we had strategic alliance agreements with a number of global and regional consulting firms who act as systems integrators and implementation partners for our solutions. These alliances and the associated training of qualified personnel in these organizations greatly increase the number of consulting professionals trained to implement our solutions. We have several hundred trained consultants including third-party consultants. Additionally, systems integrators provide opportunities for our sales managers to gain entry to executive levels at our target accounts.

We have also entered into several alliance agreements with packaged content providers, custom content developers and content authoring and learning delivery tool providers in order to increase the range of content offerings available to our customers. The Saba Content Alliance Program helps our content partners create and deliver learning content for use in conjunction with Saba solutions through support of industry standards applicable to a broad variety of media formats, including web-based training, computer-based training, video and asynchronous and synchronous delivery, as well as through support of traditional forms of learning such as instructor-led classes, seminars and workshops. In support of this program, we also operate a content developers resource center and testing lab that provides our content partners with direct access to our systems for standards compliance testing.

## **Sales and Marketing**

We license our products and sell our OnDemand services to organizations through a worldwide direct sales force and global network of alliance partners. Our direct sales efforts target large enterprises, including Global 2000 businesses, mid-size organizations and government entities. As of May 31, 2008, we had 73 sales and marketing professionals. Our channel sales efforts involve value-added resellers around the globe, as well as systems-integrator relationships.

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We focus our marketing efforts on extending our market leadership, establishing market positioning, generating sales leads, supporting sales efforts, creating awareness of our solutions in the market and establishing strong brand awareness. Our marketing activities include public relations, analyst relations, direct marketing, advertising, industry trade shows, online marketing, seminar programs, and customer community building.

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### **Technology**

#### ***Product Architecture***

Our proven product architecture coupled with our development processes facilitates the rapid development, deployment and configuration of enterprise scale solutions for People Management. Our platforms use the latest industry standards and technologies including AJAX, XML, SOAP, Java, Enterprise Java Beans, web services and learning industry standards to deliver innovative, configurable features for our enterprise and OnDemand customers.

We continue to provide a fully J2EE-compliant application platform. This helps accelerate application development by leveraging the transaction management, persistence management and resource pooling capabilities of standard J2EE-compliant application servers so application developers can focus on building business logic and user interfaces. Key features of the Saba platform include:

*Open and Standards Based.* The core Saba architecture is based on a reference J2EE implementation. We leverage third-party, industry-leading and standards-based platforms wherever possible. We typically support more than one platform to offer our customers the maximum choice for their deployments. For example we currently support a number of J2EE application servers including JBoss, IBM Websphere and BEA Weblogic and a variety of database platforms including Oracle, IBM DB2 and Microsoft SQL Server. Through close partnerships with our technology partners we ensure that our architecture constantly supports the most current versions of their products;

*Security.* The Saba solution offers a highly secure environment through which organizations manage their people management processes. A granular security model supports the highly complex business structures and processes used by our customers and can be easily configured to meet their needs. Our security implementation has been subject to rigorous validation by a number of customers and third parties;

*Scalability.* Saba offers a highly scalable solution able to meet the needs of many thousands of concurrent users both behind the enterprise firewall and OnDemand. Scalability is accomplished through a variety of techniques including clustering, distributed caching, session failover management and off-line processing for asynchronous processes. We maintain a dedicated performance testing group who work with our internal development teams and with our customers to ensure that our solutions meet the complex and varying usage demands that are placed on them;

*Configurability and Extensibility.* The Saba platform offers a highly configurable application environment. Business processes, system features and user experiences can be easily configured to meet the needs of our diverse customer base. Where more complex requirements exist, the Saba solution also provides a complete set of development tools and APIs which can be used to extend system functionality;

*Integration Ready.* Saba solutions are deployed in complex IT ecosystems where integrations with other systems are commonly required. We provide for such integrations by delivering open and standards based solutions, based on common technologies such as J2EE, XML, SOAP and JAAS. In addition we provide a series of documented Web Services and APIs to facilitate tight data and application integration;

*Compelling User Experiences.* The Saba solution provides a variety of user experiences through standard web browsers via embedded portlets, online and offline clients and through integrations with other business applications such as Microsoft Outlook, Lotus Notes and SAP Enterprise Portal. This allows users to use Saba where they work. We make extensive use of rich internet application technologies

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(such as AJAX) to deliver more engaging and intuitive user experiences;

*Learning Standards.* We continue to be active participants in the main learning standards bodies including ADL, IMS and AICC. We continue to ensure our solutions are compliant with the most current versions of the standards delivered by these organizations, in particular SCORM 2004; and

*Multiple language support.* The core Saba foundation is designed to support multiple languages. Currently our solutions support 23 languages.

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### **Research and Development**

Our research and development operations are organized around software platform and applications development initiatives. These two development activities share resources and collaborate on design and development. Core teams are responsible for platform and infrastructure development, application development, user interface and application design, enterprise connectivity, internet applications and design, quality assurance, documentation and release management. As of May 31, 2008, we had 164 research and development employees in the United States and India. We incurred \$16.5 million, \$17.1 million and \$14.4 million in research and development expenses during the years ended May 31, 2008, 2007 and 2006, respectively.

We adhere to a well defined and managed Software Development Lifecycle Model. This model, which makes increasing use of agile development practices, defines how we envision, plan, develop and test our products. It further defines the detailed phases of the project, the specific milestones to be achieved and the policies to be followed and documented. We continue to make extensive investments in the development tools and processes to support our development model.

We conduct our development efforts at multiple sites in the United States and India, which enables continuous development 24 hours per day.

### **Competition**

The market for our products and services is intensely competitive, dynamic and subject to rapid change. The intensity of competition and the pace of change are expected to increase in the future. Competitors vary in size and in the scope and breadth of the products and services they offer. Although we believe that we offer the most comprehensive and flexible Human Capital Management platform, we encounter competition with respect to different aspects of our solutions from a variety of sources including:

Companies that offer training, learning, performance, content, resource, talent and staffing management systems, such as SumTotal, Success Factors and other private companies;

Companies that offer collaboration solutions, such as Microsoft and Cisco;

Enterprise software vendors that offer human resources information systems and employee relationship management systems with training and performance modules, such as SAP and Oracle;

Potential customers' internal development efforts;

Companies that operate internet-based marketplaces for the sale of online learning; and

Internet portals that offer learning content, performance support tools or recruiting, talent and staffing management services.

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We expect additional competition from other established and emerging companies as the market for human capital management solutions continues to evolve. Increased competition is likely to result in price reductions, reduced gross margins and loss of market share, any one of which could seriously harm our business.

We believe the principal competitive features affecting our market include:

Breadth and depth of the solution;

A significant installed base of Global 2000 and government customers;

The ability to support all forms of content offerings;

The ability to meet the requirements of the world's largest organizations, including support for global deployments;

The ability to support a broad range of extended-enterprise users, including employees, partners, customers and suppliers;

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The ability to offer a choice of deployment options;

Product quality and performance;

Product features and functions;

Customer service and support;

Ease of implementation;

Core technology; and

Price to performance ratio.

Although we believe that we are a leader in our market space and that our solutions currently compete favorably with respect to these factors, our market is relatively new and is changing rapidly. We may not be able to maintain our competitive position against current and potential competitors, especially those with significantly greater financial, technical, service, support, marketing and other resources.

## **Proprietary Rights**

Proprietary rights are important to our success and our competitive position. To protect our proprietary rights, we rely on copyright, trademark, patent and trade secret laws, confidentiality procedures and contractual provisions.

We license and provide OnDemand services rather than sell our software products and require our customers to enter into written agreements, which impose restrictions on the use, copying and disclosure of our software. In addition, we seek to avoid disclosure of our trade secrets through a number of means, including but not limited to, requiring those persons with access to our proprietary information to execute confidentiality agreements with us. These contractual provisions, however, may be unenforceable under the laws of some jurisdictions and foreign countries.

We seek to protect our software, documentation and other written materials under trade secret and copyright laws, which afford only limited protection. In addition, we have seven patents issued in the United States and five patent applications pending in the United States. We cannot be assured that any patents will be issued for any of the pending patent applications. Even for the issued patents, or any patent issued to us in the future, there can be no assurance that such patents (i) will protect our intellectual property, or (ii) will not be challenged by third parties. Furthermore, other parties may independently develop similar or competing technologies or design around any patents that may be issued to us. It is possible that any patent issued to us may not provide any competitive advantages, that we may not develop future proprietary products or technologies that are patentable, and that the patents of others may seriously limit our ability to do business. In this regard, we have not performed any comprehensive analysis of patents of others that may limit our ability to conduct our business.

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We have obtained registration of various trademarks, including Saba and the Saba S-design logo, in the United States and in certain other countries. In addition, we have registration applications pending in various countries. We will continue to register additional trademarks as appropriate. There can be no assurance that we will be successful in obtaining registration of the trademarks for which we have applied. Even for any registered trademarks that we have obtained, or will obtain, the trademarks may be successfully challenged by others or invalidated. If the applications are not approved because third parties own the trademarks, or if our registered trademarks are successfully challenged or invalidated, the use of the trademarks will be restricted unless we enter into arrangements with third parties that may be unavailable on commercially reasonable terms.

We cannot assure you that any of our proprietary rights with respect to our products or services will be viable or of value in the future since the validity, enforceability and type of protection of proprietary rights in Internet-related industries are uncertain and still evolving.



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Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to obtain and use information that we regard as proprietary. Policing unauthorized use of our products is difficult, and while we are unable to determine the extent to which piracy of our software products exists, software piracy can be expected to be a persistent problem. In addition, the laws of some foreign countries do not protect proprietary rights to as great an extent as do the laws of the United States, and effective copyright, trademark and trade secret protection may not be available in those jurisdictions. Our means of protecting our proprietary rights may not be adequate to protect us from the infringement or misappropriation of such rights by others.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights, particularly in the software and Internet-related industries. On August 19, 2003, EdiSync Systems, LLC filed a complaint against Centra in federal court in Denver, Colorado, alleging infringement of two patents for a remote multiple user editing system and method and seeking to enjoin us from continuing to sell our products, as well as unspecified compensatory damages. Centra filed an answer to the complaint denying all of the allegations, and filed a request for reexamination of the patents at issue with the U.S. Patent and Trademark Office. The reexamination request was accepted by the Patent Office and the District Court has approved the parties' motion to stay the court proceedings during the reexamination proceedings. The Patent Office issued a non-final rejection of all claims in each of the patents. EdiSync elected not to respond to the rejection of the claims in one of the two patents, and the Patent Office has accordingly issued a Notice of Intent to Issue a Reexamination Certificate canceling all of the claims in that patent, thus rendering it of no further force or effect. Although we believe that we have meritorious defenses and intend to vigorously defend this action, we can give no assurance that we will be able to achieve a satisfactory outcome. We could become subject to additional intellectual property infringement claims as the number of our competitors grows and our products and services overlap with competitive offerings. Any of these claims, even if not meritorious, could be expensive to defend and could divert management's attention from operating our company. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay a substantial award of damages and to develop non-infringing technology, obtain a license or cease selling the products that contain the infringing intellectual property. We may be unable to develop non-infringing technology or obtain a license on commercially reasonable terms, if at all.

## **Employees**

As of May 31, 2008, we had a total of 577 employees, including 164 in research and development, 73 in sales and marketing, 172 in services-related activities, 96 in operations, and 72 in administration and finance. Of these employees, 303 were located in North America and 274 were located outside of North America. None of our employees is represented by a collective bargaining agreement, and we have not experienced any work stoppages. We consider our relations with our employees to be good. Our future success depends on our continuing ability to attract and retain highly qualified technical, sales and senior management personnel.

## **ITEM 1A: Risk Factors**

**We have a history of losses, expect future losses and cannot assure you that we will achieve profitability on a consistent basis.**

We expect to continue to derive substantially all of our revenues for the foreseeable future from the licensing of the Saba Enterprise Suite and the Saba Centra product suite and providing related services, including license updates and product support, OnDemand, implementation, training and consulting services. Except for two quarters, we have not been profitable on a quarterly or annual basis in the past. We cannot be certain that we will realize sufficient revenues to achieve or sustain profitability on a quarterly or annual basis, especially if our recurring OnDemand business grows faster than expected relative to license sales. In addition, in the future, we expect to continue to incur non-cash expenses relating to the amortization of purchased intangible assets that will contribute to our net losses, along with any potential goodwill impairment. As of May 31, 2008, we had \$12.4



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million of purchased intangible assets to be amortized as a result of our January 2006 acquisition of Centra Software, Inc. ( Centra ) and May 2005 acquisition of THINQ Learning Solutions, Inc. ( THINQ ) and our goodwill balance was \$37.9 million. Further, starting with the first quarter of fiscal 2007, we were required to record as an expense charges related to all current outstanding and future grants of stock options in our reported results from operations in accordance with Statement of Financial Accounting Standards No.123 (revised 2004) ( SFAS No. 123R ), which was issued by Financial Accounting Standards Board ( FASB ) in December 2004. These non-cash expenses have made it and will continue to make it significantly more difficult for us to achieve profitability. If we achieve GAAP profitability, we may not be able to sustain it on a consistent basis.

### **Fluctuations in our quarterly results could cause our stock price to experience significant fluctuations or declines.**

Our operating results have varied significantly in the past and will likely fluctuate significantly in the future. For instance, in fiscal 2008, 2007 and 2006, our quarterly revenues have fluctuated between approximately \$28.2 million and \$13.6 million and our quarterly results have fluctuated between net income of approximately \$158,000 and a net loss of approximately \$3.5 million. Our quarterly operating results are particularly affected by the number of customers licensing our products during any quarter and the size of such licensing transactions. We have limited visibility into our future revenue, especially license revenue, which often has been heavily concentrated in the third month of each quarter. As a result, if we were to fail to close a sufficient number of transactions by the end of our quarter, particularly large license transactions, we would miss our revenue projections. In addition, our operating expenses are based in part on future revenue projections and are relatively fixed in the short-term. If we cannot meet our revenue projections, our business would be seriously harmed and net losses in a given quarter would be even larger than expected.

Other factors that could affect our quarterly operating results include:

The demand for our products and professional services and our efficiency in rendering our professional services;

The variability in the mix of our revenues and bookings in any quarter;

The variability in the mix of the type of services delivered in any quarter and the extent to which third party contractors are used to provide such services;

The size and complexity of our license transactions and potential delays in recognizing revenue from license transactions;

The amount and timing of our operating expenses and capital expenditures;

The performance of our international business, which accounts for a substantial part of our consolidated revenues; and

Fluctuations in foreign currency exchange rates.

Due to these and other factors, we believe that quarter-to-quarter comparisons of our revenues and operating results are not necessarily meaningful and should not be relied upon as indicators of future performance. It is possible that in some future quarter our operating results may be below the expectations of public market analysts or investors, which could cause the market price of our common stock to fall.

**Because we recognize revenue from the sale of our OnDemand solutions ratably over the term of the subscription period, a significant downturn in our OnDemand business may not be immediately reflected in our operating results.**

We recognize OnDemand revenue over the terms of our customer agreements, which typically range from one to three years. As a result, most of our quarterly OnDemand revenue results from agreements entered into during previous quarters. A decline in new or renewed subscriptions in any one quarter may not impact our

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financial performance in that quarter, but will negatively affect our revenue in future quarters. If a number of contracts expire and are not renewed in the same quarter, our revenue could decline significantly in that quarter and in subsequent quarters. Accordingly, the effect of significant declines in sales and market acceptance of our solutions may not be reflected in our short-term results of operations, making our results less indicative of our future prospects. It is also difficult for us to rapidly increase our OnDemand revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term.

**Our OnDemand business depends substantially on customers renewing their agreements and purchasing additional products or users from us. Any decline in our customer renewals would harm our future operating results.**

In order for us to improve our operating results, it is important that our OnDemand customers renew their agreements with us when the initial contract term expires and also purchase additional products or additional users. Our OnDemand customers have no obligation to renew their subscriptions after the initial subscription period, and we cannot assure you that customers will renew subscriptions at the same or higher level of service, if at all. In the past, some of our OnDemand customers have elected not to renew their agreements with us. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their satisfaction or dissatisfaction with our product offerings, pricing, the prices of competing products or services, completion of customer initiatives, mergers and acquisitions affecting our customer base, or reductions in our customers' spending levels. If our OnDemand customers do not renew their subscriptions, renew on less favorable terms or fail to purchase additional products or users, our revenue may decline, and we may not realize significantly improved operating results from our customer base.

**A decline in the price of, or demand for, our products or our related services offerings, would seriously harm our revenues and operating margins.**

To date, Saba Enterprise Learning and related services have accounted for a substantial majority of our revenues. We anticipate that revenues from the Saba Enterprise suite and the Saba Centra product suite, as well as related services, will constitute substantially all of our revenues for the foreseeable future. Consequently, a decline in the price of, or demand for, the Saba Enterprise suite or the Saba Centra product suite or failure to achieve broad market acceptance would seriously harm our business.

**Our sales to government clients subject us to risks including early termination, audits, investigations, sanctions and penalties.**

We derive revenues from contracts with the United States government, state and local governments and their respective agencies, which entities may terminate certain of these contracts at any time, without cause. There is increased pressure for governments and their agencies, both domestically and internationally, to reduce spending. Our federal government contracts are subject to the approval of appropriations being made by the United States Congress to fund the expenditures under these contracts. Similarly, our contracts at the state and local levels may be subject to government funding authorizations. Additionally, government contracts are generally subject to audits and investigations which could result in various civil and criminal penalties and administrative sanctions, including termination of contracts, refund of a portion of fees received, forfeiture of profits, suspension of payments, fines and suspensions or debarment from future government business.

**Our products have a long sales cycle, which increases the cost of completing sales and renders completion of sales less predictable.**

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The period between our initial contact with a potential customer and the purchase of our products and services is often long. A customer's decision to purchase our products and services requires the commitment to increase performance through human capital management, involves a significant allocation of resources, and is influenced by a customer's budgetary cycles. To successfully sell our products and services, we generally must

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educate our potential customers regarding the use and benefits of our products and services. We may commit a substantial amount of time and resources to potential customers without assurance that any sales will be completed or revenues generated. Many of our potential customers are large enterprises that generally take longer to make significant business decisions. Our public sector customers, in particular, are subject to extensive procurement procedures that require many reviews and approvals. Our typical sales cycle has been approximately six to 12 months, making it difficult to predict the quarter in which we may recognize revenue. The delay or failure to complete sales in a particular quarter could reduce our revenues in that quarter. If our sales cycle were to unexpectedly lengthen in general or for one or more large orders, it would adversely affect the timing of our revenues. If we were to experience a delay on a large order, it could harm our ability to meet our forecasts for a given quarter.

### **Our performance depends on a new market: human capital management.**

The market for software solutions that automate human capital management is at an early stage of development and rapidly evolving. Substantially all of our revenues are attributable to the suite of products and services in this market. If this market fails to develop or develops more slowly than we expect, our business would be harmed. If the market grows, the prices of our products may decline rapidly as alternative products are introduced into the market. In addition, our products may become obsolete if we fail to anticipate or adapt to evolving technology standards, or if we fail to identify the challenges and risks in this new market or successfully address these risks.

### **We experience seasonality in our sales, which could cause our quarterly operating results to fluctuate from quarter to quarter.**

We experience quarterly seasonality in the licensing of our products and delivery of our services. For example, revenue has historically been lower in our first fiscal quarter than in the immediately preceding fourth fiscal quarter. Contributing to this seasonality is the timing of our first fiscal quarter that occurs during the summer months when general business activities slow down in a number of territories where we conduct our operations, particularly Europe. Our commission structure and other sales incentives also tend to result in fewer sales in the first fiscal quarter than in the fourth fiscal quarter. These seasonal variations in our revenue are likely to lead to fluctuations in our quarterly operating results.

### **Reductions in information technology spending could limit our ability to grow our business.**

Our operating results may vary based on changes in the information technology spending of our clients. The revenue growth and profitability of our business depend on the overall demand for enterprise application software and services. We sell our solutions primarily to large organizations whose businesses fluctuate with general economic and business conditions. As a result, decreased demand for enterprise application software and services, and in particular human capital management solutions, caused by a weakening global economy may cause a decline in our revenue. Historically, economic downturns have resulted in overall reductions in corporate information technology spending. In particular, human capital management software may be viewed by some of our existing and potential clients as a lower priority and may be among the first expenditures reduced as a result of unfavorable economic conditions. In the future, potential clients may decide to reduce their information technology budgets by deferring or reconsidering product purchases, which would negatively impact our operating results.

### **Changes in accounting regulations and related interpretations and policies, particularly those related to revenue recognition, could cause us to defer recognition of revenue or recognize lower revenue or to report lower earnings per share.**

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While we believe that we are in compliance with Statement of Position 97-2, *Software Revenue Recognition*, as amended the accounting professionals continue to discuss a wide range of potential interpretations. Additional implementation guidelines, and changes in interpretations of such guidelines, could lead to unanticipated changes



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in our current revenue accounting practices that could cause us to defer the recognition of revenue to future periods or to recognize lower revenue. In addition, policies, guidelines and interpretations related to accounting for acquisitions, income taxes, facilities consolidation charges, allowance for doubtful accounts and other financial reporting matters require different judgments on complex matters that are often subject to multiple sources of authoritative guidance. To the extent that management's judgment is incorrect, it could result in an adverse impact on our financial statements.

**Standards for compliance with Sarbanes-Oxley Section 404 are burdensome, and if we fail to comply in a timely manner, our business could be harmed and our stock price could decline.**

Pursuant to Sarbanes-Oxley Section 404, commencing with our fiscal year ended May 31, 2007, our management is required to report on and our independent registered public accounting firm to attest to, the effectiveness of our internal controls over financial reporting, at least annually. The rules governing the standards that must be met for management to assess our internal controls over financial reporting are complex. Currently, the rules require significant documentation, testing and possible remediation of our internal controls over financial reporting. The process of reviewing, documenting and testing our internal controls over financial reporting will likely continue to result in increased expenses and the devotion of significant management and other internal resources. During this process, if our management identifies one or more material weaknesses in our internal control over financial reporting, we will be unable to assert such internal control is effective and the price of our stock may suffer. In addition, a control system, no matter how well conceived or operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Our management does not expect that our internal controls and procedures will prevent all errors and all fraud, if any, because, in addition to resource constraints, there are inherent limitations in all control systems, including the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. If our management is unable to assert that our internal control over financial reporting is effective (or if our independent registered public accounting firm is unable to attest that our management report is fairly stated or they are unable to express an opinion on the effectiveness of our internal controls) we may not be able to timely file, or file at all, our periodic financial reports and thus we will be subject to delisting. Even if we are able to file such reports, investor confidence in the accuracy and completeness of our financial reports may be lost, leading to an adverse effect on the price of our stock.

**The loss of our senior executives and key personnel would likely cause our business to suffer.**

Our ability to implement a successful long-term strategy, strengthen our competitive position, expand our customer base, and develop and support our products depends to a significant degree on the performance of the senior management team and other key employees, including Bobby Yazdani, our CEO. The loss of any of these individuals could harm our business. Our success will depend in part on our ability to attract and retain additional personnel with the highly specialized expertise necessary to generate revenue and to engineer, design and support our products and services. Like other software companies, we face intense competition for qualified personnel. We may not be able to attract or retain such personnel.

**Intense competition in our target market could impair our ability to grow and achieve profitability on a consistent basis.**

The market for our products and services is intensely competitive, dynamic and subject to rapid technological change. The intensity of the competition and the pace of change are expected to increase in the future. Increased competition is likely to result in price reductions, reduced gross margins and loss of market share, any one of which could seriously harm our business. Competitors vary in size and in the scope and breadth of the products and services offered. We encounter competition with respect to different aspects of our solution from a variety of sources including:

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Companies that offer training, learning, performance, content, resource, talent and staffing management systems, such as SumTotal, and Success Factors,

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Companies that offer collaboration solutions, such as Microsoft and Cisco;

Enterprise software vendors that offer human resources information systems and employee relationship management systems with training and performance modules, such as SAP and Oracle;

Potential customers' internal development efforts;

Companies that operate Internet-based marketplaces for the sale of on-line learning; and

Internet portals that offer learning content, performance support tools or recruiting, talent and staffing management services.

**We expect competition from a variety of companies.**

Many of our competitors have longer operating histories, substantially greater financial, technical, marketing or other resources, or greater name recognition than we do, enabling them to respond more quickly than we can to new or emerging technologies and changes in customer requirements. Such resources also enable our competitors to withstand prolonged periods of negative cash flows and unfavorable economic, political and market conditions. Competition could seriously impede our ability to sell additional products and services on terms favorable to us.

Our current and potential competitors may develop and market new technologies that render our existing or future products and services obsolete, unmarketable or less competitive. Our current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with other partners, thereby increasing the availability of their services to address the needs of our current and prospective customers. We may not be able to compete successfully against our current and future competitors, and competitive pressures that we encounter may seriously harm our business.

**If we are unable to manage the complexity of conducting business globally, our international revenues may suffer.**

International revenues accounted for 28%, 29%, and 28% of our revenues for our fiscal years ended May 31, 2008, 2007 and 2006, respectively. Although we intend to continue to expand our international presence, in the future we may not be able to successfully market, sell or distribute our products and services in foreign markets. Factors that could materially adversely affect our international operations, and our business and future growth include:

Difficulties in staffing and managing foreign operations, including language barriers;

Difficulties in maintaining control over product development and quality, and timing of product releases;

Seasonal fluctuations in purchasing patterns in other countries, particularly declining sales during July and August in European markets;

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Difficulties in collecting accounts receivable in foreign countries, particularly European countries in which collections take considerably more time than the United States and collections are more difficult to effect;

Currency exchange rate fluctuations, particularly in countries where we sell our products in denominations other than U.S. dollars, such as in the United Kingdom, the Euro zone, Australia and Japan, or have exposures in inter-company accounts denominated in foreign currencies;

Exposure to tax regimes of multiple countries and potential increased tax exposure relating to in-country profits as well as audits and assessments relating to transfer pricing matters;

Costs attributable to development of internationalized versions of our products and marketing and sales materials;

The burdens of complying with a wide variety of foreign laws and reduced protection for intellectual property rights in some countries;

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Tariffs, export controls and other trade barriers; and

Exposure to geopolitical instability, natural disasters and acts of war or terrorism.

In addition, the reallocation of certain design, development and testing functions from the United States to our lower-cost development centers in India intensifies our exposure to international uncertainties. In recent years, increased growth and development of the technology market in general, and in India specifically, has made it more difficult for us to hire and retain qualified technical employees and other personnel. In addition to the risks inherent in conducting international operations, certain risks are particularly acute in India, such as employee turnover, increasing salaries and less reliable infrastructure.

### **Future acquisitions may result in disruptions to our business if we fail to adequately integrate acquired businesses.**

We acquired Centra Software, Inc. in January 2006 and THINQ Learning Solutions, Inc. in May 2005. As part of our overall business strategy, we expect to continue periodically to acquire complementary businesses or technologies that will provide additional products or services offerings, additional industry expertise or an expanded geographic presence. The consideration and negotiation of potential acquisitions, regardless of whether they are completed, could require us to incur substantial expense and divert management's attention from other business concerns.

Completed acquisitions could further result in the use of significant amounts of cash, the incurrence of debt or potentially dilutive issuances of equity securities which may reduce earnings per share. Acquisitions that we complete expose us to numerous risks, including:

Difficulties in the assimilation of the operations, technologies, products and personnel of the acquired company;

The diversion of management's attention from other business concerns;

Risks of entering markets in which we have no or limited prior experience;

The potential loss of key employees, significant customers and strategic partners of the acquired company; and

Exposure to claims by terminated employees, stockholders of the acquired company or other third parties related to the acquisition. Although we generally obtain indemnification and other contractual protection against such claims, we cannot assure that they will be enforceable or sufficient to protect us.

**Any impairment in the value of our goodwill will result in an accounting charge against our earnings, which could negatively impact our stock price.**

In June 2001 the FASB issued SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142). Under SFAS No. 142 purchased goodwill should not be amortized, but rather, will be periodically reviewed for impairment. Such impairment could be caused by internal factors as well

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as external factors beyond our control. If future events cause additional impairment of any intangible assets acquired in the Centra acquisition or any other of our past or future acquisitions, we may have to record charges relating to such assets sooner than we expect which would cause our profits to decline. The FASB has further determined that at the time goodwill is considered impaired, an amount equal to the impairment loss should be charged as an operating expense in the statement of operations. The timing of such an impairment (if any) of goodwill acquired in past and future transactions is uncertain and difficult to predict. Our results of operations in periods following any such impairment could be materially adversely affected. We are required to determine whether goodwill and any assets acquired in past acquisitions have been impaired in accordance with FAS 142 and, if so, charge such impairment as an expense. We have goodwill of approximately \$37.7 million at May 31, 2008, so if we are required to take such impairment charges in the future, the amounts could have a material adverse effect on our results of operations.

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### **Delays in releasing new products or enhanced versions of our existing products could adversely affect our competitive position.**

As part of our strategy, we expect to regularly release new products and new versions of our existing products. Even if our new products or new versions of our existing products contain the features and functionality our customers want, in the event we are unable to timely introduce these new products or product releases, our competitive position may be harmed. We cannot assure you that we will be able to successfully complete the development of currently planned or future products or product releases in a timely and efficient manner. Due to the complexity of our products, internal quality assurance testing and customer testing of pre-commercial releases may reveal product performance issues or desirable feature enhancements that could lead us to postpone the release of these products. In addition, the reallocation of resources associated with any postponement would likely cause delays in the development and release of other future products or enhancements to our currently available products. The reallocation of certain design, development and testing functions to our lower-cost development center heightens risks relating to product design, development, testing and introduction. Any delay in releasing future products or enhancements of our products could harm our business.

### **If we release products containing defects, we may need to halt further shipments and our business and reputation would be harmed.**

Products as complex as ours often contain unknown and undetected errors or performance problems. Although our products are subject to rigorous testing and quality control processes, serious defects are frequently found during the period immediately following introduction and initial shipment of new products or enhancements to existing products. Although we attempt to resolve all errors that we believe would be considered serious by our customers before shipment to them, our products are not error-free. These errors or performance problems could result in lost revenues or delays in customer acceptance and would be detrimental to our business and reputation. As is typical in the software industry, with each release we have discovered errors in our products after introduction. We will not be able to detect and correct all errors before releasing our products commercially and these undetected errors could be significant. We cannot assure you that undetected errors or performance problems in our existing or future products will not be discovered in the future or that known errors considered minor by us will not be considered serious by our customers, resulting in cancellation of orders, loss of customers, difficulties in achieving our sales goals, increased demands on our support services and a decrease in our revenues. To correct such errors, we may expend considerable time and resources to develop and release modifications to our software.

As a result of such errors, we may be subject to warranty and product liability claims that are costly or difficult to settle. Our products and services enable customers to manage critical business information. If product errors are alleged to cause or contribute to security and privacy breaches or misappropriation of confidential information, we may also be subject to significant liability. Although our license agreements contain provisions intended to limit our exposure to liability, we cannot assure you that these limits will be adequate, that they will be enforceable or, if enforceable, that they will be interpreted favorably by a court.

### **Claims by third parties that we infringe their intellectual property rights may result in costly litigation.**

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights, particularly in the software and Internet-related industries. We have in the past been and are presently subject to an intellectual property action. On August 19, 2003, EdiSync Systems, LLC filed a complaint against Centra in federal court in Denver, Colorado, alleging infringement of two patents for a remote multiple user editing system and method and seeking to enjoin us from continuing to sell our products, as well as unspecified compensatory damages. Centra filed an answer to the complaint denying all of the allegations, and filed a request for reexamination of the patents at issue with the U.S. Patent and Trademark Office. The reexamination request was accepted by the Patent Office and the District Court has approved the parties' motion to stay the court proceedings during the reexamination proceedings. A reexamination certificate has issued for





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one of the patents that canceled all of the patent's claims, thus rendering that patent of no further force or effect. On July 17, 2008, the Patent Office issued an advisory action in the other reexamination proceeding confirming the rejection of all of the patent's original claims and allowing certain newly-added claims. We therefore expect that a reexamination certificate will issue in due course that will cancel all of the patent's original claims and indicate that only the newly-added claims are patentable. If that happens, we will be free from liability for past actions, as the newly-added claims would be enforceable only prospectively as of the issue date of the anticipated reexamination certificate. However, we can give no assurance that we will be able to achieve such a satisfactory outcome. We could also become subject to additional intellectual property infringement claims as the number of our competitors grows and our products and services overlap with competitive offerings. Any of these claims, even if not meritorious, could be expensive to defend and could divert management's attention from operating our company. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay a substantial award of damages and to develop non-infringing technology, obtain a license or cease selling the products that contain the infringing intellectual property. We may be unable to develop non-infringing technology or obtain a license on commercially reasonable terms, if at all.

### **Our products include third party technology, the loss of which could materially harm our business.**

We use licensed third party technology components in our products. Future licenses to this technology may not be available to us on commercially reasonable terms, or at all. The loss of or inability to obtain or maintain any of these technology licenses could result in delays in the introduction of new products or could force us to discontinue offering portions of our solutions until equivalent technology, if available, is identified, licensed and integrated.

### **We may not be able to adequately protect our proprietary technology, and our competitors may be able to offer similar products and services that would harm our competitive position.**

Our success depends upon our proprietary technology. We rely primarily on copyright, trademark and trade secret laws, confidentiality procedures and contractual provisions to establish and protect our proprietary rights. As part of our confidentiality procedures, we enter into non-disclosure agreements with our employees. Despite these precautions, third parties could copy or otherwise obtain and use our technology without authorization, which may represent potential sales and revenue losses that are difficult to quantify. Policing unauthorized use of our technology is difficult, time-consuming and costly. Were we to discover instances of unauthorized use, there can be no assurance that we would be able to enforce our proprietary rights or obtain adequate recovery for our losses. In addition, we have seven patents issued in the United States and five patent applications pending in the United States. We cannot assure you that any patents will be issued for any of the pending patent applications. Even for the issued patents, or any patent issued to us in the future, there can be no assurance that such patent will protect our intellectual property, or will not be challenged by third parties. Furthermore, effective protection of intellectual property rights is unavailable or limited in certain foreign countries. We cannot assure you that the protection of our proprietary rights will be adequate or that our competitors will not independently develop similar technology, duplicate our products and services or design around any patents or other intellectual property rights we hold.

### **We may be limited in our use of net operating losses carryforwards.**

Our ability to benefit from our deferred tax assets depends on us having sufficient future earnings to utilize our net operating loss ( NOL ) carryforwards before they expire. We have established a valuation allowance against the future tax benefit for a number of our federal and state NOL carryforwards. We could be required to record an additional valuation allowance against our foreign or U.S. deferred tax assets if market conditions change materially and, as a result, our future earnings are, or are projected to be, significantly less than we currently estimate. Our NOL carryforwards are subject to review and potential disallowance upon audit by the tax authorities of the jurisdictions where the NOLs were incurred.



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As of May 31, 2008, we had federal and state NOL and research and development ( R&D ) tax credit carry-forwards available to offset future taxable income. Our ability to utilize net operating losses and credits may be subject to a substantial limitation due to the change in ownership, as defined in the Internal Revenue Code Section 382 and similar state provisions. The annual limitation may result in the expiration of net operating losses and credits before utilization.

### **Our disaster recovery plan does not include redundant systems, and a disaster could severely damage our operations.**

Our disaster recovery plan does not include fully redundant systems for our services at an alternate site. A disaster could severely harm our business because our services could be interrupted for an indeterminate length of time. Our operations depend upon our ability to maintain and protect the computer systems needed for the day-to-day operation of the Saba OnDemand business. A number of these computer systems are located on or near known earthquake fault zones. Although these systems are designed to be fault-tolerant, the systems are vulnerable to damage from fire, floods, earthquakes, power loss, telecommunications failures and other events. Additionally, we do not carry sufficient business insurance to compensate us for all potential losses that could occur.

### **We outsource the management and maintenance of our OnDemand business to third parties and will depend upon them to provide adequate management and maintenance services.**

We rely on third parties to provide key components of our networks and systems. For instance, we rely on third-party Internet service providers to host our products for our OnDemand customers. We also rely on third-party communications service providers for the high-speed connections that link our networks and our Internet service providers' Web servers and office systems to the Internet. Our reliance on third party providers limits our ability to control critical customer service functions and communications systems. Any Internet or communications systems failure or interruption could result in disruption of our service or loss or compromise of customer orders and data. These failures, especially if they are prolonged or repeated, would make our services less attractive to customers and tarnish our reputation.

### **If our security measures are breached and unauthorized access is obtained to client data, clients may curtail or stop their use of our OnDemand solutions, which would harm our business, operating results and financial condition.**

Our OnDemand solutions involve the storage and transmission of confidential information of clients and their existing and potential employees, and security breaches could expose us to a risk of loss of, or unauthorized access to, this information, resulting in possible litigation and possible liability. Although we have never sustained such a breach, if our security measures were ever breached as a result of third-party action, employee error, malfeasance or otherwise, and, as a result, an unauthorized party obtained access to this confidential data, our reputation could be damaged, our business may suffer and we could incur significant liability. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not discovered until launched against a target. As a result, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of our security measures could be harmed and we could lose sales and clients.

### **We depend upon continuing relationships with third-party integrators who support our solutions.**

Our success depends upon the acceptance and successful integration by customers of our products. We often rely on third-party systems integrators to assist with implementation of our products. We must continue to rely on these systems integrators even as we increase the size of

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our professional services group. If large systems integrators fail to continue to support our solution or commit resources to us, if any of our customers are not able to successfully integrate our solution or if we are unable to adequately train our existing systems integration

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partners, our business, operating results and financial condition could suffer. Although we make reasonable efforts to ensure that our third party providers perform to our standards, we have only limited control over the level and quality of service provided by our current and future third-party integrators.

### **Our stock price may fluctuate substantially.**

For example, from the beginning of fiscal 2006 through the end of fiscal 2008, the market price for our common stock has fluctuated between \$7.75 per share and \$3.00 per share. The market price for our common stock may be affected by a number of factors, including those described above and the following:

The announcement of new products and services or product and service enhancements by us or our competitors;

Actual or anticipated quarterly variations in our results of operations or those of our competitors;

Changes in earnings estimates or recommendations by securities analysts that may follow our stock;

Developments in our industry, including announcements of significant acquisitions or strategic partnerships; and

General market conditions and other factors, including factors unrelated to our operating performance or the operating performance of our competitors.

In addition, the stock market in general, and the Nasdaq Global Market (formerly the Nasdaq National Market) technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of particular companies. Broad market and industry trends may also materially and adversely affect the market price of our common stock, regardless of our actual operating performance. Volatility in the market price and trading volume of our common stock may prevent our stockholders from selling their shares at a favorable price. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been initiated against that company. Class-action litigation could result in substantial costs and a diversion of management's attention and resources.

### **The anti-takeover provisions in our charter documents could delay or prevent a change in control.**

Our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws contain provisions that could make it harder for a third party to acquire us without the consent of our board of directors.

For example, if a potential acquirer were to make a hostile bid for us, the acquirer would not be able to call a special meeting of stockholders to remove our board of directors or act by written consent without a meeting. In addition, our board of directors has staggered terms that make it difficult to remove all directors at once. The acquirer would also be required to provide advance notice of its proposal to remove directors at an annual meeting. The acquirer will not be able to cumulate votes at a meeting, which will require the acquirer to hold more shares to gain

representation on the board of directors than if cumulative voting were permitted.

Our board of directors also has the ability to issue preferred stock that would significantly dilute the ownership of a hostile acquirer. In addition, Section 203 of the Delaware General Corporation Law limits business combination transactions with 15% stockholders that have not been approved by the board of directors. These provisions and other similar provisions make it more difficult for a third party to acquire us without negotiation. These provisions may apply even if the offer may be considered beneficial by some stockholders.

Our board of directors could choose not to negotiate with an acquirer that it did not feel was in our strategic interests. If the acquirer was discouraged from offering to acquire us or prevented from successfully completing a hostile acquisition by our anti-takeover measures, our stockholders could lose the opportunity to sell their shares at a favorable price.

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**ITEM 1B: UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2: PROPERTIES**

**Facilities**

Our principal executive offices occupy approximately 36,000 square feet in Redwood Shores, California under a lease that expires in April 2014. We have additional leased facilities in the Baltimore, Maryland, Lexington, Massachusetts and Duluth, Georgia metropolitan areas and in Australia, Brazil, France, Canada, Germany, India, Mexico, the United Kingdom and Japan. We believe that our facilities are adequate to meet our needs for the foreseeable future.

**ITEM 3: LEGAL PROCEEDINGS**

*Litigation Relating to Our Initial Public Offering*

In November 2001, a complaint was filed in the United States District Court for the Southern District of New York (the District Court ) against us, certain of our officers and directors, and certain underwriters of our initial public offering. The complaint was purportedly filed on behalf of a class of certain persons who purchased our common stock between April 6, 2000 and December 6, 2000. The complaint alleges violations by us and our officers and directors of Section 11 of the Securities Act of 1933, as amended (the Securities Act ), Section 10(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), and other related provisions in connection with certain alleged compensation arrangements entered into by the underwriters in connection with the offering. An amended complaint was filed in April 2002. Similar complaints have been filed against hundreds of other issuers that have had initial public offerings since 1998. The complaints allege that the prospectus and the registration statement for the offering failed to disclose that the underwriters allegedly solicited and received excessive commissions from investors and that some investors in the IPO offering agreed with the underwriters to buy additional shares in the aftermarket in order to inflate the price of our stock. The complaints were later consolidated into a single action. The complaint seeks unspecified damages, attorney and expert fees, and other unspecified litigation costs.

On July 1, 2002, the underwriter defendants in the consolidated actions moved to dismiss all of the actions, including the action involving us. On July 15, 2002, we, along with other non-underwriter defendants in the coordinated cases, moved to dismiss the litigation. On February 19, 2003, the District Court ruled on the motions. The District Court granted our motion to dismiss the claims against it under Rule 10b-5, due to the insufficiency of the allegations against us. The District Court also granted the motion of the individual defendants, Bobby Yazdani and Terry Carlitz, our Chief Executive Officer and Chairman of the Board and former Chief Financial Officer and a member of our board of directors, to dismiss the claims against them under Rule 10b-5 and Section 20 of the Exchange Act. The motions to dismiss the claims under Section 11 of the Securities Act were denied as to virtually all of the defendants in the consolidated cases, including us.

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In June 2003, a proposed collective partial settlement of this litigation was structured between the plaintiffs, the issuer defendants in the consolidated actions, the issuer officers and directors named as defendants, and the issuers' insurance companies. In June 2004, an agreement of partial settlement was submitted to the District Court for preliminary approval. The District Court granted the preliminary approval motion on February 15, 2005, subject to certain modifications. On August 31, 2005 the District Court issued a preliminary order further approving the modifications to the settlement and certifying the settlement classes. The District Court also appointed the notice administrator for the settlement and ordered that notice of the settlement be distributed to all settlement class members by January 15, 2006. The settlement fairness hearing occurred on April 24, 2006, and the court reserved decision at that time.



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While the partial settlement was pending approval, the plaintiffs continued to litigate against the underwriter defendants. The District Court directed that the litigation proceed within a number of focus cases rather than in all of the 310 cases that have been consolidated. Our case is not one of these focus cases. On October 13, 2004, the District Court certified the focus cases as class actions. The underwriter defendants appealed that ruling, and on December 5, 2006, the Court of Appeals for the Second Circuit reversed the District Court's class certification decision. On April 6, 2007, the Second Circuit denied plaintiffs' petition for rehearing. In light of the Second Circuit opinion, counsel for the issuer defendants informed the District Court that this settlement could not be approved because the defined settlement class, like the litigation class, could not be certified. On June 25, 2007, the District Court entered an order terminating the settlement agreement. On August 14, 2007, the plaintiffs filed their second consolidated amended class action complaints against the focus cases and on September 27, 2007, again moved for class certification. On November 12, 2007, certain of the defendants in the focus cases moved to dismiss the second consolidated amended class action complaints. On March 26, 2008, the District Court denied the motions to dismiss except as to Section 11 claims raised by those plaintiffs who sold their securities for a price in excess of the initial offering price and those who purchased outside the previously certified class period. Briefing on the class certification motion was completed in May 2008.

We intend to dispute these claims and defend the law suit vigorously. However, due to the inherent uncertainties of litigation, We cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome in litigation could materially and adversely affect our business, financial condition and results of operations.

### *Litigation Relating to Centra's Initial Public Offering*

Centra, certain of its former officers and directors and the managing underwriters of Centra's initial public offering were named as defendants in an action filed in the District Court. The plaintiffs filed an initial complaint on December 6, 2001 and purported to serve the Centra defendants on or about March 18, 2002. The original complaint has been superseded by an amended complaint filed in April 2002. The action, captioned in re Centra Software, Inc. Initial Public Offering Securities Litigation, No. 01 CV 10988, is purportedly brought on behalf of the class of persons who purchased Centra's common stock between February 3, 2000 and December 6, 2000. The complaint asserts claims under Sections 11 and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act. The complaint alleges that, in connection with Centra's initial public offering in February 2000, the underwriters received undisclosed commissions from certain investors in exchange for allocating shares to them and also agreed to allocate shares to certain customers in exchange for the agreement of those customers to purchase additional shares in the aftermarket at pre-determined prices. The complaint asserts that Centra's registration statement and prospectus for the offering were materially false and misleading due to their failure to disclose these alleged arrangements. The complaint seeks damages in an unspecified amount against Centra and the named individuals. Similar complaints have been filed against hundreds of other issuers that have had initial public offerings since 1998; the complaints have been consolidated into an action captioned in re Initial Public Offering Securities Litigation, No. 21 MC 92.

On July 1, 2002, the underwriter defendants in the consolidated actions moved to dismiss all the actions, including the action involving Centra. On July 15, 2002, Centra, along with other non-underwriter defendants in the coordinated cases, moved to dismiss the litigation. On October 9, 2002, the plaintiffs dismissed, without prejudice, the claims against the named Centra officers and directors in the above-referenced action. On February 19, 2003, the District Court issued an order denying the motion to dismiss the claims against Centra under Rule 10b-5. The motions to dismiss the claims under Section 11 of the Securities Act were denied as to virtually all of the defendants in the consolidated cases, including Centra.

In June 2003, a proposed collective partial settlement of this litigation was structured between the plaintiffs, the issuer defendants in the consolidated actions, the issuer officers and directors named as defendants, and the issuers' insurance companies. In June 2004, an agreement of settlement was submitted to the Court for preliminary approval. The District Court granted the preliminary approval motion on February 15, 2005, subject



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to certain modifications. On August 31, 2005 the District Court issued a preliminary order further approving the modifications to the settlement and certifying the settlement classes. The District Court also appointed the notice administrator for the settlement and ordered that notice of the settlement be distributed to all settlement class members by January 15, 2006. The settlement fairness hearing occurred on April 24, 2006, and the court reserved decision at that time.

While the partial settlement was pending approval, the plaintiffs continued to litigate against the underwriter defendants. The District Court directed that the litigation proceed within a number of focus cases rather than in all of the 310 cases that have been consolidated. Our case is not one of these focus cases. On October 13, 2004, the District Court certified the focus cases as class actions. The underwriter defendants appealed that ruling, and on December 5, 2006, the Court of Appeals for the Second Circuit reversed the District Court's class certification decision. On April 6, 2007, the Second Circuit denied plaintiffs' petition for rehearing. In light of the Second Circuit opinion, counsel for the issuer defendants informed the District Court that this settlement could not be approved because the defined settlement class, like the litigation class, could not be certified. On June 25, 2007, the District Court entered an order terminating the settlement agreement. On August 14, 2007, the plaintiffs filed their second consolidated amended class action complaints against the focus cases and on September 27, 2007, again moved for class certification. On November 12, 2007, certain of the defendants in the focus cases moved to dismiss the second consolidated amended class action complaints. On March 26, 2008, the District Court denied the motions to dismiss except as to Section 11 claims raised by those plaintiffs who sold their securities for a price in excess of the initial offering price and those who purchased outside the previously certified class period. Briefing on the class certification motion was completed in May 2008.

On December 28, 2007, the underwriter defendants moved to strike class allegations in 26 cases, including Centra's, in which the plaintiffs failed to identify proposed class representatives, and the issuer defendants joined in the motion. On May 13, 2008, the District Court granted the motion in part and struck the class allegations in eight cases in which the proposed class representative was not a member of the class. The District Court denied the motion with respect to the remaining 18 cases, including Centra's case. For those 18 cases, the plaintiffs must notify the defendants and the Court by August 22, 2008 of the identity of the putative class representatives and the basis of each putative representative's claim, and indicate whether the putative representatives are members of the proposed class. The defendants may renew their motion to strike class allegations if the plaintiffs fail to identify the putative class representatives within the allocated time or if the putative representatives are not members of the proposed class.

We, on behalf of Centra, intend to dispute these claims and defend the law suit vigorously. However, due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome in litigation could materially and adversely affect our business, financial condition and results of operations.

Two individuals in Colorado excluded themselves from the class action settlement and each filed individual actions in Colorado state court. These same individuals filed similar actions against other issuers and their officers. The actions asserted violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as well as common law fraud and intentional infliction of emotional distress. The complaints each sought compensation for a drop in stock price from the time of purchase to the time of sale and for alleged emotional distress. After litigation in the trial court and the court of appeals, the parties settled the matters for a nominal amount, and these matters were dismissed with prejudice on June 20, 2008.

We, on behalf of Centra, intend to defend the law suit vigorously. However, due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome of the litigation could materially and adversely affect our business, financial condition and results of operations.

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### *Litigation Relating to Claim of Patent Infringement by Centra*

On August 19, 2003, a complaint was filed against Centra and two other defendants by EdiSync Systems, LLC, in the United States District Court for the District of Colorado (No. 03-D-1587 (OES)) (the Colorado District Court). The complaint alleges infringement of two patents for a remote multiple user editing system and method and seeks permanent injunctive relief against continuing infringement, compensatory damages in an unspecified amount, and interest, costs and expenses associated with the litigation. Centra has filed an answer to the complaint denying all of the allegations. No amount has been accrued related to this matter and legal costs incurred in the defense of the matter are being expensed as incurred. Centra filed a request for reexamination of the patents at issue with the U.S. Patent and Trademark Office (the Patent Office). Our patent counsel is of the opinion that claims of the patents involved in the suit are invalid. The re-examination request was accepted by the Patent Office and the Colorado District Court has approved the parties' motion to stay the court proceedings during the re-examination proceedings. A reexamination certificate has issued for one of the patents that canceled all of the patent's claims, thus rendering that patent of no further force or effect. On July 17, 2008, the Patent Office issued an advisory action in the other reexamination proceeding confirming the rejection of all of the patent's original claims and allowing certain newly-added claims. We therefore expect that a reexamination certificate will issue in due course that will cancel all of the patent's original claims and indicate that only the newly-added claims are patentable. If that happens, we will be free from liability for past actions, as the newly-added claims would be enforceable only prospectively as of the issue date of the anticipated reexamination certificate. We believe that we have meritorious defenses with respect to any future claims and intend to vigorously defend this action. However, due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome of the litigation could materially and adversely affect our business, financial condition and results of operations.

### *Litigation Relating to Claim of Patent Infringement by Us*

On November 19, 2007, a complaint was filed against us and ten other defendants by Gemini IP, LLC, in the United States District Court for the Eastern District of Texas (No. 07-CV-521). The complaint alleges infringement of a patent directed to a method for processing client help requests using a computer network and seeks permanent injunctive relief against continuing infringement, compensatory damages in an unspecified amount, and interest, costs and expenses associated with the litigation. We have filed an answer to the complaint denying all of the allegations. At our request, the United States Patent and Trademark Office (the Patent Office) has instituted reexamination proceedings against the asserted patent and the District Court has stayed the action pending the outcome of those proceedings. We believe that we have meritorious defenses with respect to the asserted patent and intend to vigorously defend this action. However, due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate our business, financial condition and results of operations.

### *Other Litigation*

We are also party to various legal disputes and proceedings arising from the ordinary course of general business activities. While, in the opinion of management, resolution of these matters is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows, the ultimate outcome of any litigation is uncertain. Were an unfavorable outcome to occur, the impact could be material to us.

## **ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.



**Table of Contents****PART II****ITEM 5: MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Since our initial public offering on April 7, 2000, our common stock has traded on the Nasdaq Global Market (formerly the Nasdaq National Market) under the symbol SABA. The following table sets forth the range of the quarterly high and low sales prices of our common stock for the periods indicated.

<b>Year ended May 31, 2008</b>	<b>High</b>	<b>Low</b>
First Quarter	\$ 6.15	\$ 4.09
Second Quarter	\$ 5.31	\$ 4.21
Third Quarter	\$ 5.35	\$ 3.36
Fourth Quarter	\$ 4.40	\$ 3.22
<b>Year ended May 31, 2007</b>	<b>High</b>	<b>Low</b>
First Quarter	\$ 7.14	\$ 4.95
Second Quarter	\$ 6.19	\$ 4.88
Third Quarter	\$ 7.75	\$ 5.15
Fourth Quarter	\$ 7.34	\$ 5.79

We had approximately 221 stockholders of record as of July 31, 2008. We have not declared or paid any cash dividends on our common stock, and presently we intend to retain our future earnings, if any, to fund the development and growth of our business. Our credit facility restricts our ability to pay cash dividends. For a description of this credit facility and these restrictions, see Item 7: *Management's Discussion and Analysis of Financial Condition and Results of Operation*, Liquidity and Capital Resource Contractual Obligations and Commitments.

**Table of Contents****Stock Performance Graph**

The following line graph compares the yearly percentage change in the cumulative total stockholder return on our common stock from May 31, 2003 through the end of our fiscal year ended May 31, 2008 with the percentage change in cumulative total stockholder return for (i) the NASDAQ Stock Market U.S. Index and (ii) the RDG Technology Composite Index. The comparison assumes an investment of \$100 on May 31, 2003 in stock or index, including reinvestment of dividends, if any. The stock price performance shown on the graph below is not necessarily indicative of future price performance.

**COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN**

AMONG SABA SOFTWARE, NASDAQ STOCK MARKET

AND THE RDG TECHNOLOGY COMPOSITE

CUMULATIVE TOTAL STOCKHOLDER RETURN

<b>Index</b>	<b>5/03</b>	<b>5/04</b>	<b>5/05</b>	<b>5/06</b>	<b>5/07</b>	<b>5/08</b>
SABA SOFTWARE, INC	100.00	81.48	93.98	143.52	139.12	88.43
NASDAQ STOCK MARKET (U.S.)	100.00	127.15	131.83	140.14	167.74	160.29
RDG TECHNOLOGY COMPOSITE	100.00	124.24	125.31	131.159	160.16	160.37

**Table of Contents****ITEM 6: SELECTED FINANCIAL DATA**

The following selected consolidated financial data should be read in conjunction with our consolidated financial statements and related notes and *Management's Discussion and Analysis of Financial Condition and Results of Operation* included elsewhere in this Annual Report on Form 10-K. The consolidated statements of operations data for each of the three years ended May 31, 2008, 2007 and 2006 and the consolidated balance sheet data as of May 31, 2008 and 2007 are derived from our audited financial statements included elsewhere in this Annual Report on Form 10-K. The consolidated statements of operations data for the years ended May 31, 2005 and 2004 and the balance sheet data as of May 31, 2006, 2005 and 2004 are derived from our audited financial statements previously filed with the SEC.

**Selected Consolidated Financial Data**

	2008	Years ended May 31,			2004
		2007	2006 (2)	2005 (1)	
<b>Consolidated Statement of Operations Data:</b>					
Total revenues	\$ 107,777	\$ 99,867	\$ 71,147	\$ 42,210	\$ 34,471
Gross profit	67,553	62,928	45,936	29,335	21,791
Total operating expenses	70,216	70,244	52,315	32,411	34,161
Loss from operations	(2,663)	(7,316)	(6,379)	(3,076)	(12,370)
Net loss	(3,542)	(7,974)	(6,931)	(3,416)	(12,683)
Basic and diluted net loss per share	(0.12)	(0.28)	(0.33)	(0.22)	(0.95)
Shares used in computing basic and diluted net loss per share	29,016	28,541	20,898	15,687	13,411
<b>Consolidated Balance Sheet Data:</b>					
	2008	2007	May 31, 2006 (2)	2005 (1)	2004
Cash and cash equivalents	\$ 16,624	\$ 18,088	\$ 23,029	\$ 15,408	\$ 16,778
Total assets	98,931	101,613	106,375	54,299	31,741
Long-term obligations, less current portion	6,031	6,695	7,321	6,286	3,370
Total stockholders' equity	48,488	47,901	51,847	20,834	6,521

(1) Saba completed its acquisition of THINQ Learning Solutions, Inc. as of May 5, 2005.

(2) Saba completed its acquisition of Centra Software, Inc. as of January 31, 2006.

**ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and related notes contained herein and the information included in our other filings with the Securities and Exchange Commission. This discussion includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the Securities Act) and Section 21E of the Securities and Exchange Act of 1934 (the Exchange Act). All statements in this Annual Report on Form 10-K other than statements of historical fact are forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties. Our actual results may differ materially from those projected or assumed in such forward-looking statements. Among the factors that could cause actual results to differ materially are the factors detailed under Item 1A: Risk Factors. All forward-looking statements and risk factors included in this document are made as of the date of this report, based on information available to



*us as of such date. We assume no obligation to update any forward-looking statement or risk factor.*

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### **INTRODUCTION**

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) is intended to provide readers with an understanding of Saba. The following are included in our MD&A:

Overview;

Critical Accounting Policies;

Results of Operations; and

Liquidity and Capital Resources.

### **OVERVIEW**

#### **General**

We help organizations manage their most important asset—their people. We provide the premier software platform for enterprise learning, collaboration, performance, and talent management, as well as license updates and product support, OnDemand, implementation, training, and consulting services. Our people management solutions drive organizational excellence by bringing a disciplined approach to aligning, developing, and managing people across the entire organization.

By using Saba to manage their extended workforce, our customers achieve demonstrably higher levels of performance through:

Increased productivity, sales and service effectiveness

Reduced personnel development and training costs

Improved organizational agility and execution

Our solutions help our customers through the implementation of a management system for aligning goals, developing and motivating people and measuring results. By implementing our solutions, organizations are better equipped to: align their workforce around the organization's business objectives; effectively manage growing regulatory requirements; increase sales and channel readiness; accelerate the productivity of new people joining the extended enterprise of employees, customers, partners, and suppliers; increase both the speed of customer acquisition and long-term customer loyalty; shorten time-to-market of new products; and improve visibility into organizational performance.

## Background

We commenced operations in April 1997 and, through March 1998, focused substantially all of our efforts on research activities, developing our products and building our business infrastructure. We shipped our first Saba Enterprise Learning products and began to generate revenues from software license fees, implementation and consulting services fees and support fees in April 1998.

On May 5, 2005, we completed the acquisition of THINQ Learning Solutions, Inc. ( THINQ ), a provider of enterprise learning management solutions which allowed us to expand our customer base and provided greater scale to increase our investment in research and development to accelerate innovation and increase stockholder value.

On January 31, 2006, we completed the acquisition of Centra Software, Inc. ( Centra ), a provider of online learning and training software and services. We believe our acquisition of Centra strengthened our competitive position in the human capital management market and provided us with a broader and deeper product offering. In addition, as a result of the acquisition our customer base substantially increased. The Centra acquisition included

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total purchase consideration of \$62.3 million. We have included the results of operations of Centra in our consolidated financial statements beginning February 1, 2006. In connection with the acquisition of Centra, we allocated \$760,000 of the purchase price to in-process research and development, or IPR&D that had not yet reached technological feasibility and had no alternative future use. We have expensed this amount in our consolidated statement of operations for the year ended May 31, 2006.

Our corporate headquarters are located in Redwood Shores, California. We have an international presence in Australia, Canada, France, Germany, India, Japan, and the United Kingdom through which we conduct various operating activities related to our business. In each of the non-U.S. jurisdictions in which we have subsidiaries, other than India, we have employees or consultants engaged in sales and services activities. In the case of our India subsidiary, our employees primarily engage in software development and quality assurance testing activities.

## **Sources of Revenue**

We generate revenues from the sale of software licenses, OnDemand services, annual license updates and product support and professional services.

### *Software Licenses*

We license our software solutions in multi-element arrangements that include a combination of our software, license updates and product support and/or professional services. A significant amount of our license sales are for perpetual licenses. To date, a substantial majority of our software license revenue has been derived from the Saba Learning product suite. For the foreseeable future, we expect the Saba Enterprise Suite and Saba Centra product suite to generate substantially all of our software license revenues. Our license revenue is affected by the strength of general economic and business conditions, as well as customers' budgetary cycles and the competitive position of our software products. In addition, the sales cycle for our products is long, typically six to twelve months. The timing of a few large software license transactions can substantially affect our quarterly license revenue.

### *OnDemand*

OnDemand revenue includes revenue derived from term-based managed application services. These services are provided pursuant to customer agreements with terms typically ranging from one to three years. The associated OnDemand revenue is recognized ratably over the term of the agreement. We believe that OnDemand revenue will continue to grow for the foreseeable future as we anticipate that a substantial majority of our customers will renew their contracts on expiration and that we will continue to add new OnDemand customers.

### *Licenses Updates and Product Support*

License updates and product support includes the right to receive future unspecified updates for the applicable software product and technical support. We typically sell license updates and product support for an initial period of one year concurrently with the sale of the related software license. After the initial period, license updates and product support is renewable on an annual basis at the option of the customer. Our license

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updates and product support revenue depends upon both our sales of additional software licenses and annual renewals of existing license updates and product support agreements. We believe that license updates and product support revenue will grow steadily for the foreseeable future as we anticipate that a substantial majority of our customers will renew their annual contracts and the sale of new software licenses will increase the number of customers that purchase license updates and product support.

### *Professional Services*

Our professional services business consists of consulting, education and strategic services. Consulting and education services are typically provided to customers that license software directly from us. These consulting

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and education services are generally provided over a period of three to nine months after licensing the software. Generally, consulting services related to software implementations are not considered essential to the functionality of the software. Our consulting and education services revenue varies directly with the levels of license revenue generated from our direct sales organization in the preceding three to nine month period. In addition, our consulting and education services revenue varies following our commercial release of significant software updates as our customers generally engage our services to assist with the implementation of their software update. We provide consulting services on a time and materials basis and on a fixed fee basis. Strategic services are less dependent than consulting and education services on the sale of our licenses. Strategic services present additional opportunities that arise at different times throughout a customer life cycle. In arrangements that include professional services and OnDemand offerings, but not a license of our software, we recognize revenue for professional services as the services are performed if these professional services qualify as a separate element of the arrangement. If the professional services do not qualify as a separate element of the arrangement, the related revenue is combined with the subscription revenue and recognized ratably over the subscription service period.

## **Cost of Revenue**

Our cost of revenue primarily consists of compensation, employee benefits and out-of-pocket travel-related expenses for our employees, including our OnDemand and license update and product support personnel, and the fees of third-party subcontractors, who provide professional services to our clients. Additionally, costs of revenue also includes external hosting fees and depreciation and amortization charges on the necessary OnDemand infrastructure, third-party license royalty costs, and overhead allocated based on headcount and reimbursed expenses. The amortization of acquired developed technology, comprised of the ratable amortization of technological assets acquired in the acquisition of Centra Software, Inc. in 2006, is also included in the cost of revenue. Many factors affect our cost of revenue, including changes in the mix of products and services, pricing trends and changes in the amount of reimbursed expenses. Because cost as a percentage of revenues is higher for services than for software licenses, an increase in services, including OnDemand services, as a percentage of our total revenue would reduce gross profit as a percentage of total revenue.

Additionally, when our professional services revenue is combined with our OnDemand subscription revenue, we, also defer the direct costs related to the professional services and recognize them ratably over the applicable service period. We categorize deferred revenue and deferred costs on our consolidated balance sheet as current if we expect to recognize such revenue or cost within the following twelve months. As of May 31, 2008, the deferred balance of the professional services revenue related to such OnDemand offerings and the related deferred costs was \$1.1 million and \$804,000, respectively. When the revenue from professional services is recognized ratably over the subscription service period, we allocate the revenue to professional services revenue and to OnDemand revenue based on the VSOE of fair value for similar professional services that qualify as a separate element of the arrangement. Our judgment as to whether the consulting services qualify as a separate unit of accounting may materially affect the timing of our revenue recognition and our results of operations.

## **Operating Expenses**

We classify all operating expenses, except amortization of purchased intangible assets and in-process research and development, to the research and development, sales and marketing, and general and administrative expense categories based on the nature of the expenses. Each of these three categories includes commonly recurring expenses such as salaries (including stock-based compensation), employee benefits, travel and entertainment costs, and allocated communication, rent and depreciation costs. We allocate communication, rent and depreciation costs to each of the functional areas that derive a benefit from such costs based upon their respective headcounts. The sales and marketing category of operating expenses also includes sales commissions and expenses related to public relations and advertising, trade shows and marketing collateral materials. The general and administrative category of operating expenses also includes allowances for doubtful accounts and administrative and professional services fees.



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**CRITICAL ACCOUNTING POLICIES**

Our discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates. We base our estimates and judgments on historical experience and on various other assumptions that we believe are reasonable under the circumstances. However, future events are subject to change and the best estimates and judgments routinely require adjustment. While there are a number of accounting policies, methods and estimates affecting our financial statements, areas that are particularly significant include revenue recognition policies, the allowance for doubtful accounts, the assessment of recoverability of goodwill and purchased intangible assets and restructuring costs. We have reviewed the critical accounting policies described in the following paragraphs with the Audit Committee.

*Revenue recognition.* We recognize license revenues addressed below in accordance with the provisions of American Institute of Certified Public Accountants ( AICPA ) Statement of Position ( SOP ) 97-2, *Software Revenue Recognition*, as amended by SOP 98-9, *Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions*. Under SOP 97-2, as amended, we recognize revenues when all of the following conditions are met:

persuasive evidence of an arrangement exists;

delivery has occurred;

the fee is fixed or determinable; and

collection is probable.

SOP 97-2, as amended, requires revenue earned on software arrangements involving multiple elements to be allocated to each element based on the relative fair values of the elements. We have analyzed each element in our multiple element arrangements and determined that we have sufficient vendor-specific objective evidence ( VSOE ) to allocate revenues to certain OnDemand offerings, license updates and product support and professional services. Accordingly, assuming all other revenue recognition criteria are met, revenues from perpetual licenses are recognized upon delivery using the residual method in accordance with SOP 98-9. We limit our assessment of VSOE for each element to either the price charged when the same element is sold separately or the price established by management, having the relevant authority to do so, for an element not yet sold separately.

License revenues from licenses with a term of three years or more are generally recognized on delivery if the other conditions of SOP 97-2 are satisfied. We do not grant our resellers the right of return and we do not recognize revenue from resellers until an end-user has been identified and the other conditions of SOP 97-2 are satisfied. License revenues from licenses with a term of less than three years are generally recognized ratably over the term of the arrangement. License updates and product support revenue is also recognized ratably over the term of the arrangement, typically 12 months. In arrangements where term licenses are bundled with license updates and product support and such revenue is recognized ratably over the term of the arrangement, we allocate the revenue to license revenue and to license updates and product support revenue based on the VSOE of fair value for license updates and product support revenue on perpetual license of similar products.



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Revenue related to professional services is generally recognized as the services are performed. Although we provide professional services on a time and materials basis, a portion of these services is provided on a fixed-fee basis. For services performed on a fixed fee basis, revenues are generally recognized on the proportional performance of the project, with performance measured based on hours of work performed. For contracts that involve significant customization and implementation or consulting services that are essential to the functionality

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of the software, the license and services revenues are recognized over the service delivery period using the percentage-of-completion method or, if we are unable to reliably estimate the costs to complete the services, we use the completed contract method of accounting in accordance with SOP 97-2 and relevant guidance of SOP 81-1, *Accounting for Performance of Construction-Type and Certain Production Type Contracts*. A contract is considered complete when all significant costs have been incurred and the item has been accepted by the customer.

Revenue from our OnDemand offerings is recognized as a service arrangement whereby the revenue is recognized ratably over the term of the arrangement or on an as-used basis if defined in the contract. Certain of our OnDemand offerings are integrated offerings pursuant to which the customers' ability to access our software is not separable from the services necessary to operate the software and customers are not allowed to take possession of our software, in which case revenue is recognized under the SEC's Staff Accounting Bulletin (SAB) No. 104, *Revenue Recognition*. Our OnDemand offerings also include arrangements with customers that have separately licensed and taken possession of our software. When these OnDemand offerings are part of a multiple element arrangement involving licenses, we recognize revenue in accordance with SOP 97-2.

In arrangements that include professional services and OnDemand offerings, but not a license of our software, we recognize revenue for professional services as the services are performed if these professional services qualify as a separate element of the arrangement. If the professional services do not qualify as a separate element of the arrangement, the related revenue is combined with the subscription revenue and recognized ratably over the subscription service period. Additionally, we defer the direct costs related to the professional services and recognize them ratably over the applicable service period. We categorize deferred revenue and deferred costs on our consolidated balance sheet as current if we expect to recognize such revenue or cost within the following twelve months. When the revenue from professional services is recognized ratably over the subscription service period, we allocate the revenue to professional services revenue and to OnDemand revenue based on the VSOE of fair value for similar professional services that qualify as a separate element of the arrangement. Our judgment as to whether the consulting services qualify as a separate unit of accounting may materially affect the timing of our revenue recognition and our results of operations.

*Allowance for doubtful accounts.* Accounts receivable are recorded net of allowance for doubtful accounts and totaled \$22.1 million as of May 31, 2008. The allowance for doubtful accounts, which totaled \$309,000 as of May 31, 2008, is based on our assessment of the amount of probable credit losses in the existing accounts receivable. We determine the allowance based on the aging of the accounts receivable, the financial condition of our customers and their payment history, our historical write-off experience and other assumptions. Past due balances based on purchase order terms and other specific accounts as necessary are reviewed monthly. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. If there is a deterioration of a major customer's credit worthiness or actual defaults are higher than our historical experience, we may be required to increase the allowance for doubtful accounts.

*Recoverability of goodwill and purchased intangible assets.* We account for goodwill and other intangibles under Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets*. Our goodwill balance at May 31, 2008 was \$37.7 million, including \$22.9 million and \$9.5 million recorded as a result of our acquisitions of Centra and THINQ, respectively. Amortization of purchased intangible assets, including acquired developed technology, was \$4.0 million for fiscal 2008, \$4.0 million for fiscal 2007 and \$1.9 million for fiscal 2006. As of May 31, 2008, our purchased intangible assets balance was \$12.4 million.

SFAS No. 142 prescribes a two-phase process for impairment testing of goodwill. The first phase screens for impairment; while the second phase, if necessary, measures the impairment. We consider Saba to be a single reporting unit. Accordingly, all of our goodwill is associated with the entire company. We perform the required impairment analysis of goodwill annually or on an interim basis if circumstances dictate. Any reduction of enterprise fair value below the recorded amount of stockholders' equity could require us to write down the value of and record an expense for an impairment loss.



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*Restructuring costs.* The total accrued restructuring balance as of May 31, 2008 was \$42,000, which was for facilities related charges, as part of the purchase accounting for the Centra acquisition. The assumptions we have made are based on the current market conditions in the various areas where we have vacant space and necessarily entail a high level of management judgment. Market conditions can fluctuate greatly due to factors such as changes in property occupancy rates and rental prices charged for comparable properties. These changes could materially affect our accrual. If, in future periods, it is determined that we have over-accrued for restructuring charges for the consolidation of facilities, the reversal of such over-accrual would have a favorable impact on our results of operations in the period this was determined and may be recorded as a credit to restructuring costs or a decrease of the purchase price. Conversely, if it is determined that our accrual is insufficient, an additional charge would have an unfavorable impact on our results of operations in the period this was determined.

*Share-based compensation.* On June 1, 2006, we adopted SFAS 123R, *Share-Based Payment*, under the modified prospective method. SFAS 123R generally requires share-based payments to employees to be recognized in our consolidated statements of operations based on their fair values. Prior to June 1, 2006, we accounted for our stock-based compensation plans under the intrinsic value method of accounting as defined by Accounting Principles Board ( APB ) Opinion No. 25, ( APB 25 ), *Accounting for Stock Issued to Employees* and applied the disclosure provisions of SFAS 123R, *Accounting for Stock-Based Compensation, as amended*. Under APB 25, we generally did not recognize any compensation expense for stock options granted to employees or outside directors as the exercise price of our options was equivalent to the market price of our common stock on the date of grant. For pro forma disclosures of stock-based compensation prior to June 1, 2006, the estimated fair values for options granted and options assumed were amortized using the accelerated expense attribution method. In addition, we reduced pro forma stock-based compensation expense for actual forfeitures in the periods they occurred. In March 2005, the United States Securities and Exchange Commission ( SEC ) issued Staff Accounting Bulletin ( SAB ) No. 107 ( SAB 107 ), which provides supplemental implementation guidance for SFAS 123R. We applied the provisions of SAB 107 in our adoption of SFAS 123R. See Notes 7 and 8 of Notes to Consolidated Financial Statements for information on the impact of our adoption of SFAS 123R and the assumptions we use to calculate the fair value of share-based employee compensation. On December 21, 2007, the SEC issued Staff Accounting Bulletin No. 110 ( SAB 110 ) which provides guidance to issuers on the method allowed in developing estimates of expected term of plain vanilla share options in accordance with SFAS 123R. The staff will continue to accept, under certain circumstances, the use of the simplified method beyond December 31, 2007. SAB 110 was effective beginning January 1, 2008. We did not use the simplified method subsequent to December 31, 2007.

Upon our adoption of SFAS 123R, we were required to estimate the awards that we ultimately expect to vest and to reduce stock-based compensation expense for the effects of estimated forfeitures of awards over the expense recognition period. Although we estimated forfeitures based on historical experience, forfeitures in the future may differ. Under SFAS 123R, the forfeiture rate must be revised if actual forfeitures differ from our original estimates. Also in connection with our adoption of SFAS 123R, we elected to recognize awards granted after our adoption date under the straight-line amortization method.

We estimate the fair value of employee stock options using the Black-Scholes-Merton ( BSM ) pricing model. The fair value of an award is affected by our stock price on the date of grant as well as other assumptions including the estimated volatility of our stock price over the term of the awards and the estimated period of time that we expect employees to hold their stock options. The risk-free interest rate assumption is based upon United States treasury interest rates appropriate for the expected life of the awards. We estimate the volatility of our common stock based upon our historical stock price volatility over the length of the expected term of the options. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. Our expected dividend rate is zero since we do not currently pay cash dividends on our common stock and do not anticipate doing so in the foreseeable future.

Beginning in our fiscal year 2007, SFAS 123R required the benefits of tax deductions in excess of the tax-effected compensation that would have been recognized as if we had always accounted for our stock-based

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award activity under SFAS 123R to be reported as a cash flow from financing activities, rather than as a cash flow from operating activities, as was prescribed under accounting rules applicable to our fiscal year 2006 and prior. As we do not expect to realize any of these benefits, due to operating losses, no such amounts have been recorded through May 31, 2008.

The accounting guidance under SFAS 123R is relatively new and several interpretations have been released since the pronouncement has been issued. Additional interpretations may be released and the application of these principles may be subject to further refinement over time. In addition, to the extent we change the terms of our employee stock-based compensation programs and refine different assumptions in future periods such as forfeiture rates that differ from our estimates, the stock-based compensation expense that we record in future periods may differ significantly from what we have recorded during our fiscal 2008 reporting periods.

**RESULTS OF OPERATIONS****YEARS ENDED MAY 31, 2008, 2007 AND 2006**

On January 31, 2006, we completed the acquisition of Centra Software, Inc. and have included Centra's results of operations from the date of acquisition in our condensed consolidated financial statements. Accordingly, our results of operations and the related discussions include Centra's operating results for the years ended May 31, 2008 and 2007 and for four months of the year ended May 31, 2006. Accordingly, the acquisition had a significant impact on our fiscal 2007 over fiscal 2006 growth rates. Our acquisition of Centra did not result in any new reportable segments.

**Revenues**

	May 31, 2008	Percent of Total Revenues	Years ended		May 31, 2006	Percent of Total Revenues
			May 31, 2007	Percent of Total Revenues		
(in thousands)						
Revenues:						
License	\$ 22,041	20%	\$ 22,621	23%	\$ 20,528	29%
License updates and product support	35,092	33%	31,344	31%	21,034	29%
OnDemand	18,191	17%	15,924	16%	6,244	9%
Professional services	32,453	30%	29,978	30%	23,341	33%
Total revenues	\$ 107,777	100%	\$ 99,867	100%	\$ 71,147	100%

Total revenues increased 8% during fiscal 2008 compared to fiscal 2007 and increased 40% during fiscal 2007 compared to fiscal 2006. As a percentage of total revenues, revenues from customers outside the United States represented approximately 28% for fiscal 2008, 29% for fiscal 2007 and 28% for fiscal 2006. In fiscal 2008, 2007 and 2006, no customer represented more than 10% of total revenues.

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*License Revenue.* License revenue decreased \$580,000, or 3%, during fiscal 2008 compared to fiscal 2007. This decrease was primarily attributable to a shift from sales of license to OnDemand services. License revenue increased \$2.1 million, or 10.2%, during fiscal 2007 compared to fiscal 2006. This increase was caused by higher license sales activity, partially offset by delays closing certain contracts and contingencies included in certain contracts in the second half of fiscal 2007 and a shift from license sales activity to OnDemand bookings relative to license bookings.

*License Updates and Product Support Revenue.* License updates and product support revenue increased \$3.7 million, or 12%, during fiscal 2008 compared to fiscal 2007. This increase was primarily due to the ratable recognition of the full contract value of license updates and product support renewals from former Centra customers and to the sale of new and renewal license updates and product support contracts to our growing customer base. License updates and product support revenue increased \$10.3 million, or 49%, during fiscal 2007

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compared to fiscal 2006. This increase was attributable to a full year of license updates and product support revenue from the Centra customers as well as to sales of new and renewal license updates and product support contracts to an expanded base.

*OnDemand Revenue.* OnDemand revenue increased \$2.3 million, or 14%, during fiscal 2008 compared to fiscal 2007. The increase in OnDemand revenue was primarily attributable to an increase in customer demand for these offerings from both existing and new customers as well as the ratable recognition of the full contract value of OnDemand renewals from former Centra customers. OnDemand revenue increased \$9.7 million, or 155%, during fiscal 2007 compared to fiscal 2006. The increase in OnDemand revenue was attributable to a full year of Centra s OnDemand business as well as to OnDemand revenue from new customers added during the year.

*Professional Services Revenue.* Professional services revenue increased \$2.5 million, or 8%, during fiscal 2008 compared to fiscal 2007. This increase was primarily due to increased demand for our consulting services for our expanded customer base. Professional services revenue increased \$6.6 million, or 28%, during fiscal 2007 compared to fiscal 2006. This increase was primarily due to an increase in implementation consulting services related to increased license sales, as well as consulting services provided to our expanded customer base.

International revenues as a percentage of total revenues and the mix of license and services revenues as a percentage of total revenues has varied significantly primarily due to variability in new license sales.

**Cost of Revenues**

	Years ended		Years ended		Years ended	
	May 31, 2008	Percent of Total Revenues	May 31, 2007	Percent of Total Revenues	May 31, 2006	Percent of Total Revenues
(in thousands)						
Cost of revenues:						
Cost of license	\$ 839	1%	\$ 1,196	1%	\$ 733	1%
Cost of license updates and product support	8,900	8%	8,558	9%	4,790	7%
Cost of OnDemand	7,232	7%	5,025	5%	2,500	3%
Cost of professional services	22,075	20%	20,982	21%	16,795	24%
Amortization of acquired developed technology	1,178	1%	1,178	1%	393	1%
<b>Total cost of revenues</b>	<b>\$ 40,224</b>	<b>37%</b>	<b>\$ 36,939</b>	<b>37%</b>	<b>\$ 25,211</b>	<b>36%</b>

The following table is the summary of gross margin:

	Years ended May 31,		
	2008	2007	2006
(in thousands, except percentages)			
Gross margin:			
License (including amortization of acquired developed technology)	\$ 20,024	\$ 20,247	\$ 19,402
<i>Percentage of license revenue</i>	91%	90%	95%
License updates and product support	26,192	22,786	16,244

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<i>Percentage of license updates and product support revenue</i>	75%	73%	77%
OnDemand	10,959	10,899	3,744
<i>Percentage of OnDemand revenue</i>	60%	68%	60%
Professional services	10,378	8,996	6,546
<i>Percentage of professional services revenue</i>	32%	30%	28%
Total	\$ 67,553	\$ 62,928	\$ 45,936
<i>Percentage of total revenues</i>	63%	63%	65%



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Total cost of revenues increased by \$3.3 million, or 9%, in fiscal 2008 when compared to fiscal 2007 and increased \$11.8 million, or 47%, in fiscal 2007 when compared to fiscal 2006.

*Cost of License Revenue.* Cost of license revenue decreased \$357,000, or 30%, in fiscal 2008 compared to fiscal 2007. The decrease was primarily due to a reduction in third-party royalty costs and higher costs of license revenue during fiscal 2007 due to the write-off of a prepaid royalty of \$170,000 relating to technology that we determined we will not use in future offerings. Cost of license revenue increased \$463,000, or 63%, in fiscal 2007 compared to fiscal 2006. This increase was primarily attributable to increased third-party royalty costs as well as the \$170,000 prepaid royalty write-off.

*Cost of License Updates and Product Support Revenue.* Cost of license updates and product support revenue increased \$342,000, or 4%, in fiscal 2008 compared to fiscal 2007. The increase was primarily due to salaries and related expenses attributable to additional headcount needed to support the infrastructure of the growing installed customer base. License updates and product support gross margin increased to 75% in fiscal 2008 from 73% in fiscal 2007. This increase was primarily due to the ratable recognition of the full contract value of license updates and product support renewals from former Centra customers. Cost of license updates and product support revenue increased \$3.8 million, or 79%, in fiscal 2007 compared to fiscal 2006. The increase was primarily due to the cost to support the license updates and product support contracts assumed in the Centra acquisition, as well as additional investment in our license updates and product support organization to support our growing customer base. License updates and product support gross margin declined to 73% in fiscal 2007 from 77% in fiscal 2006. This decline was attributable to contracts assumed in the Centra acquisition for which we incurred costs to provide the contracted services without all of the accompanying revenue as a result of GAAP purchase accounting adjustments, as well as the additional investment in the license updates and product support organization.

*Cost of OnDemand Revenue.* Cost of OnDemand revenue increased \$2.2 million, or 44%, in fiscal 2008 compared to fiscal 2007. This increase was primarily due additional headcount and increases in third party co-location and connectivity fees, third party contractor fees and infrastructure fees, including depreciation and amortization of computer hardware and software associated with supporting our growing OnDemand business. OnDemand gross margin decreased to 60% in fiscal 2008 from 68% in fiscal 2007. The decrease was primarily due to the continued investment to support anticipated growth in our OnDemand business offset, in part, by the ratable recognition of the full contract value of OnDemand renewals from former Centra customers. Cost of OnDemand revenue increased \$2.5 million, or 101%, in fiscal 2007 compared to fiscal 2006. This increase was primarily due to additional headcount and increases in third party co-location and connectivity fees and infrastructure costs, including depreciation and amortization of computer hardware and software associated with generating the additional OnDemand revenue. OnDemand gross margin increased to 68% in fiscal 2007 from 60% in fiscal 2006. The increase in gross margin in fiscal 2007 from fiscal 2006 was due to higher revenue covering our fixed costs and our efforts at containing our marginal expenses.

*Cost of Professional Services Revenue.* Cost of professional services revenue increased \$1.1 million, or 5%, in fiscal 2008 compared to fiscal 2007. This increase is primarily due to additional headcount (including the direct costs of research and development personnel expensed at the completion of a consulting arrangement accounted for as a completed contract under SOP 81-1) incurred in connection with generating additional professional services revenue. Cost of professional services revenue increased \$4.2 million, or 25%, in fiscal 2007 compared to fiscal 2006. This increase was due primarily to increases in salaries and related expenses of \$3.7 million from additional headcount and higher travel expenses required to drive the increased professional services revenue and to meet our customer demands.

*Amortization of acquired developed technology.* The amortization of acquired developed technology is comprised of the ratable amortization of technological assets acquired in the acquisition of Centra Software, Inc. in 2006. We amortize the cost of these assets over a period of 5 years. Amortization expense was \$1.2 million in fiscal 2008 and 2007 and \$400,000 in fiscal 2006. The increase in fiscal 2007 from 2006 is the result of including a full year of amortization expense in fiscal 2007 while only having 4 months of these costs in fiscal 2006.



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	Percent of		Years ended		Percent of	
	May 31, 2008	Total Revenues	May 31, 2007	Total Revenues	May 31, 2006	Total Revenues
			(in thousands)			
Operating expenses:						
Research and development	\$ 16,498	15%	\$ 17,052	17%	\$ 14,392	20%
Sales and marketing	36,571	34%	38,317	38%	27,229	38%
General and administrative	14,609	14%	12,337	12%	8,636	12%
In-process research and development					760	1%
Amortization of purchased intangible assets	2,538	2%	2,538	3%	1,298	2%
<b>Total operating expenses</b>	<b>\$ 70,216</b>	<b>65%</b>	<b>\$ 70,244</b>	<b>70%</b>	<b>\$ 52,315</b>	<b>73%</b>

*Research and development.* Research and development expenses decreased \$554,000 or 3%, during fiscal 2008 compared to fiscal 2007. This decrease is primarily due to a \$789,000 decrease in salaries and related expenses (including \$262,000 recorded as cost of professional services related to a consulting arrangement accounted for as a completed contract under SOP 81-1 and included in cost of professional services revenue) and a decrease of \$246,000 in employee recruiting expenses, partially offset by increases of \$346,000 in facilities and internal information technology (IT) related costs and \$137,000 in third-party consulting services. Research and development expenses increased \$2.7 million, or 18%, during fiscal 2007 compared to fiscal 2006, due primarily to an increase in salaries and related expenses, including \$414,000 in stock-based compensation and a full year of expenses associated with the software developers acquired in the Centra acquisition. Additionally, facilities related expenses increased by \$544,000 primarily due to the full year of costs associated with the facilities from the Centra acquisition.

*Sales and marketing.* Sales and marketing expenses decreased by \$1.7 million, or 5%, during fiscal 2008 compared to fiscal 2007. The decrease in sales and marketing expenses in fiscal 2008 was primarily attributable to decreases of \$2.1 million in salaries and related expenses and \$345,000 in employee recruiting expenses, partially offset by an increase of \$485,000 in facilities and internal IT related costs. Sales and marketing expenses increased \$11.1 million, or 41%, during fiscal 2007 compared to fiscal 2006. The increase in total sales and marketing expenses in fiscal 2007 was primarily attributable to the increase in salaries and related expenses of \$8.2 million, increases of \$1.4 million in public relations and direct marketing costs and costs associated with our re-branding initiative, \$800,000 in facilities and internal IT related costs and \$482,000 in travel expenses. Salaries and related expenses in fiscal 2007 reflect additional headcount from Centra for the full fiscal year, increases of \$1.7 million in sales commissions on additional revenue and \$868,000 in stock-based compensation.

*General and administrative.* General and administrative expenses increased \$2.3 million, or 18%, during fiscal 2008 compared to fiscal 2007. This increase is primarily due to an increase of \$1.5 million in salaries and related benefit expenses and an increase in stock based compensation expense of \$567,000. Included in the stock based compensation expense was a non-cash charge of \$632,000 related to an amended employment agreement, which modified the events that trigger accelerated vesting of options and allowed for an extension to standard exercise terms. General and administrative expenses increased \$3.7 million, or 43%, during fiscal 2007 compared to fiscal 2006. This increase is primarily due to an increase of \$2.7 million in salaries and related expenses, including \$634,000 in stock-based compensation and increases of \$1.3 million in consulting and professional services fees, \$440,000 in bad debt expense and \$297,000 in facility restructuring charges, partially offset by a decrease of \$673,000 in facilities and internal IT related costs. The increase in salaries and related expenses in fiscal 2007 compared to fiscal 2006 reflects additional headcount from Centra for the full fiscal year.

*Amortization of purchased intangible assets.* Amortization of purchased intangible assets totaled \$2.5 million in fiscal 2008 and fiscal 2007 and \$1.3 million in fiscal 2006. The increase from fiscal 2006 to fiscal



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2007 was due to the full year of amortization of intangible assets acquired in our purchases of Centra. Future amortization expense over each of the next five years is currently expected to range from \$3.7 million in fiscal 2009 through \$1.8 million in fiscal 2012. We periodically review our intangible assets and the estimated remaining useful lives of our intangible assets for impairment. Any impairment or reduction in our estimate of remaining useful lives could result in increased amortization expense in future periods.

**Restructuring charges**

During fiscal 2006, we implemented a restructuring program to consolidate excess facilities as a result of our acquisitions of THINQ and Centra. During fiscal 2004, we implemented restructuring programs to reduce expenses to align our operations and cost structure with market conditions. These restructuring programs were implemented under the provisions of SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. The restructuring charges and subsequent adjustments are classified in the statement of operations as follows:

	Years ended May 31,		
	2008	2007	2006
	(in thousands)		
Cost of revenues	\$	\$	\$
Research and development			
Sales and marketing			
General and administrative		(211)	358
Total	\$	\$ (211)	\$ 358

During fiscal 2007, the estimated restructuring charge was reduced by \$211,000 as the result of a building lease renegotiation. During fiscal 2006, the facilities restructuring charges of \$358,000 were based on the present value of the sum of non-cancelable lease costs, less estimates for future sublease income, which were estimated to be paid over the estimated vacancy periods through fiscal 2008.

**Interest income and other, net**

Interest income and other, net consists of interest income and other non-operating expenses, including foreign currency exchange gains or losses. Interest income and other, net increased by \$473,000 to \$626,000 in fiscal 2008 from \$153,000 in fiscal 2007. The increase was primarily due to gains from realized and unrealized foreign currency transactions with large fluctuations specifically in India and between the British pounds and European Union euros. Interest income and other, net increased to income of \$11,000 to \$153,000 in fiscal 2007 from \$164,000 in fiscal 2006. The decrease was primarily due to less interest income from lower average cash balances during fiscal 2007.

**Interest expense**

Interest expense was \$160,000 in fiscal 2008, \$470,000 in fiscal 2007 and \$431,000 in fiscal 2006. The decrease in interest expense during fiscal 2008 compared to fiscal 2007 was primarily due to the interest related to lower average debt balance and lower average interest rates for the debt. The increase in interest expense during fiscal 2007 compared to fiscal 2006 was primarily due to the interest related to higher interest rates under the bank credit facility during fiscal 2007.

**Provision for income taxes**

From inception to May 31, 2007, we incurred net losses for federal and state tax purposes. Income tax expense from inception to May 31, 2007 have consisted entirely of foreign income tax expense incurred as a

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result of local country profits. The provision for income taxes recorded in 2008 was comprised primarily of foreign income taxes and also included a provision for federal alternative minimum tax and state income taxes. We recorded income tax expense of \$1.3 million in fiscal 2008, \$341,000 in fiscal 2007 and \$285,000 in fiscal 2006.

The tax return of another of our subsidiaries was under examination as of May 31, 2007. During June 2007, we settled with the tax authorities agreeing to pay approximately \$275,000 to settle all outstanding claims.

We have recorded a valuation allowance for the full amount of the net deferred tax assets, as we believe it is more likely than not that the deferred tax assets will not be realized.

**Table of Contents****QUARTERLY RESULTS OF OPERATIONS**

The following table sets forth condensed consolidated statement of operations data for each of the eight quarters in the period ended May 31, 2008. This information has been derived from our unaudited condensed consolidated financial statements that, in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this information. You should read this information in conjunction with our audited consolidated financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K. We have experienced and expect to continue to experience fluctuations in operating results from quarter to quarter. Except for one quarter, we have incurred net losses on a GAAP basis in each quarter since inception. You should not draw any conclusions about our future results from the results of operations for any quarter, as quarterly results are not necessarily indicative of results for a full fiscal year or any other period.

	May 31, 2008	Feb 28, 2008	Nov 30, 2007	Three months ended			Nov 30, 2006	Aug 31, 2006
				Aug 31, 2007	May 31, 2007	Feb 28, 2007		
	(in thousands, except per share data)							
<b>Revenues:</b>								
License	\$ 5,607	\$ 6,000	\$ 5,704	\$ 4,730	\$ 5,035	\$ 4,482	\$ 6,916	\$ 6,188
License updates and product support	8,842	8,483	8,950	8,817	8,376	8,262	7,699	7,007
OnDemand	4,678	4,583	4,503	4,427	4,333	4,258	3,784	3,549
Professional services	9,052	8,348	7,575	7,478	7,881	7,884	7,798	6,415
<b>Total revenues</b>	<b>28,179</b>	<b>27,414</b>	<b>26,732</b>	<b>25,452</b>	<b>25,625</b>	<b>24,886</b>	<b>26,197</b>	<b>23,159</b>
Cost of revenues	10,807	10,237	9,425	9,755	9,727	9,452	9,146	8,614
<b>Gross profit</b>	<b>17,372</b>	<b>17,177</b>	<b>17,307</b>	<b>15,697</b>	<b>15,898</b>	<b>15,434</b>	<b>17,051</b>	<b>14,545</b>
<b>Operating expenses:</b>								
Research and development	4,215	4,060	4,015	4,208	4,373	3,930	4,517	4,232
Sales and marketing	8,379	8,489	10,436	9,267	10,441	9,322	9,510	9,044
General and administrative	3,910	3,608	3,284	3,807	3,540	2,661	3,144	2,992
<b>In-process research and development</b>								
Amortization of purchased intangible assets	636	634	634	634	636	634	634	634
<b>Total operating expenses</b>	<b>17,140</b>	<b>16,791</b>	<b>18,369</b>	<b>17,916</b>	<b>18,990</b>	<b>16,547</b>	<b>17,805</b>	<b>16,902</b>
(Loss) income from operations	232	386	(1,062)	(2,219)	(3,092)	(1,113)	(754)	(2,357)
Interest income (expense) and other, net	242	(83)	160	(19)	(117)	(13)	(117)	(70)
(Loss) income before provision for income taxes	474	469	(902)	(2,238)	(3,209)	(1,126)	(871)	(2,427)
Benefit (provision) for income taxes	(784)	(311)	(132)	(118)	70	(112)	(135)	(164)
<b>Net (loss) income</b>	<b>\$ (310)</b>	<b>\$ 158</b>	<b>\$ (1,034)</b>	<b>\$ (2,356)</b>	<b>\$ (3,139)</b>	<b>\$ (1,238)</b>	<b>\$ (1,006)</b>	<b>\$ (2,591)</b>
<b>Basic and diluted net (loss) income per share</b>	<b>\$ (0.01)</b>	<b>\$ 0.01</b>	<b>\$ (0.04)</b>	<b>\$ (0.08)</b>	<b>\$ (0.11)</b>	<b>\$ (0.04)</b>	<b>\$ (0.03)</b>	<b>\$ (0.09)</b>
Shares used in computing basic net (loss) income per share	29,123	29,102	29,003	28,859	28,778	28,662	28,517	28,210
Shares used in computing diluted net (loss) income per share	29,123	29,373	29,003	28,859	28,778	28,662	28,517	28,210





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Our results of operations could vary significantly from quarter to quarter. If revenues fall below our expectations, we may not be able to reduce our spending rapidly in response to the shortfall and operating losses will increase. We anticipate that we will continue to experience long sales cycles. Therefore, the timing of future customer contracts could be difficult to predict, making it difficult to estimate revenues between quarters.

We are subject to employer payroll taxes, both domestic and foreign, on employee exercises of non-qualified stock options. These taxes are recorded as a charge to operations in the period such options are exercised based on actual gains realized by employees, measured by the difference between the price of our common stock on the date of exercise and the exercise price. We receive domestic tax deductions for gains realized by domestic employees on the exercise of non-qualified stock options for which the benefit is recorded as additional paid-in capital when realized. Our taxes and cash flows could vary significantly from quarter to quarter depending on the number of non-qualified stock options exercised by employees in any quarter and, consequently, our results of operations could be adversely impacted.

Factors that could affect our quarterly operating results are described under the caption Item: 1A *Risk Factors*.

**LIQUIDITY AND CAPITAL RESOURCES**

	Years ended May 31,		
	2008	2007	2006
	(in thousands)		
Cash provided by (used in) operating activities	\$ 5,052	\$ (2,453)	\$ 87
Cash (used in) provided by investing activities	(3,327)	(2,949)	7,222
Cash (used in) provided by financing activities	(3,069)	189	392
Effect of exchange rate changes on cash and cash equivalents	(120)	272	(80)

We have funded our operations through financing activities and our most significant source of operating cash flows stems from customer purchases of our license, license updates and product support, OnDemand and professional services. Our primary uses of cash from operating activities are for personnel and facilities related expenditures. As of May 31, 2008, we had \$16.6 million in available cash and cash equivalents.

**Cash Provided By (Used In) Operating Activities**

Cash provided by operating activities was \$5.1 million in fiscal 2008 compared to cash used in operating activities of \$2.5 million in fiscal 2007. The increase in fiscal 2008 is primarily a result of adjusting our net loss of \$3.5 million for non-cash expenses related to stock-based compensation of \$3.0 million and depreciation and amortization of \$5.9 million, as well as an increase in deferred revenue of \$1.8 million. These increases to our cash provided by operating activities were partially offset by a decrease in accounts payable of \$805,000 and an increase in accounts receivable of \$870,000.

Cash used in operating activities was \$2.5 million in fiscal 2007 compared to cash provided by operating activities of \$87,000 in fiscal 2006. The decrease is primarily a result of our net loss for the fiscal year of \$8.0 million, adjusted for non-cash expenses related to stock-based compensation of \$2.2 million and depreciation and amortization of \$5.5 million, as well as a decrease in accounts payable of \$4.0 million and an increase in accounts receivable of \$2.3 million partially offset by an increase in deferred revenue of \$5.2 million.

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Total accounts receivable days sales outstanding ( DSO ), based on a rolling four quarter calculation, was 79 days at May 31, 2008 compared to 75 days at May 31, 2007 and 80 days at May 31, 2006. Changes in accounts receivable have a significant impact on our cash flow. Items that can affect our accounts receivable DSO include: timing of license revenue and the proportion of that license revenue relative to our other types of

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revenue, timing of billing of our professional services revenue, contractual payment terms, client payment patterns (including approval or processing delays and cash management) and the effectiveness of our collection efforts. Our DSO increased during fiscal 2008 due in part to each of these factors and primarily impacted by the timing of our billing of our professional services revenues.

### **Cash (Used In) Provided By Investing Activities**

Cash used in investing activities of \$3.3 million in fiscal 2008 compared to \$2.9 million in fiscal 2007 was to purchase additional equipment for use in our operations. Cash provided by investing activities of \$7.2 million in fiscal 2006 was primarily attributable to the net cash acquired through the acquisition of Centra of \$8.4 million, offset by purchases of property and equipment of approximately \$1.2 million.

### **Cash (Used In) Provided By Financing Activities**

Cash used in financing activities decreased in fiscal 2008 to \$3.1 million compared to cash provided by financing activities of \$189,000 in fiscal 2007. The decrease included \$4.2 million in repayments of borrowings under our credit facilities and equipment term loans in fiscal 2008 and proceeds from the issuance of our stock under our stock-based compensation plans of \$1.2 million. The cash provided during fiscal 2007 included proceeds from the issuance of our stock under our stock-based compensation plans of \$1.5 million, partially offset by the net repayment of \$1.1 million on our term credit and equipment facility. Cash provided by financing activities of \$392,000 in fiscal 2006 included proceeds from the issuance of our stock under our stock-based compensation plans of \$1.0 million, partially offset by the net repayment of \$604,000 on our term credit facility.

### **Contractual Obligations and Commitments**

As of May 31, 2008, we did not have any material commitments for capital leases. Our principal commitment consisted of obligations under operating leases and our credit facility. On January 31, 2006, we entered into a new credit facility with a bank. The credit facility provides for (i) a term loan in a principal amount of \$6,500,000, and (ii) a receivables borrowing base revolving credit line in an aggregate principal amount of up to \$7,500,000, which includes a sub-limit of up to \$5,000,000 for letters of credit, cash management and foreign exchange services. In November 2006, we amended the credit facility to add an equipment facility up to a principal amount of \$3,000,000. Both the term loan and the equipment facility are required to be repaid in 36 equal monthly installments of principal, plus interest. The equipment facility's term begins with the date of each advance under the contract. We obtained advances on November 30, 2006 and February 28, 2007. The maturity date of the term loan and the revolving credit line is January 31, 2009. The interest rate applicable to the loans under the credit facility is the bank's prime rate plus 0.50% for the term loan and the bank's prime rate plus 0.25% for borrowings under the revolving credit line and the equipment facility. As of May 31, 2008, we had no borrowings on the term loan and \$629,000 on the equipment facility.

The credit facility is secured by all of our personal property other than our intellectual property. The credit facility includes certain negative covenants restricting or limiting the ability of us and our subsidiaries to, among other things: encumber our intellectual property, incur additional indebtedness; create liens on its property; make certain investments and acquisitions; merge or consolidate with any other entity; convey, sell, lease, transfer or otherwise dispose of assets; change its business; experience a change of control; pay dividends, distributions or make other specified restricted payments; and enter into certain transactions with affiliates. Such restrictions and limitations are subject to usual and customary exceptions contained in credit agreements of this nature. In addition, the credit facility requires us to satisfy a minimum consolidated EBITDA covenant on a quarterly basis, and a minimum liquidity covenant on a monthly basis. EBITDA, or earnings before income tax, depreciation and amortization, also excludes stock-based compensation and includes the estimated revenue that would have been recorded related to the Centra deferred revenue fair value adjustment. As of May 31, 2008, we were in compliance with the liquidity and EBITDA

covenants. If we violate any of these amended restrictive covenants or otherwise breach the credit facility agreement, we may be required to repay the obligations under the credit

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facility prior to their stated maturity date, our ability to borrow under the revolving credit line may be terminated and the bank may be able to foreclose on any collateral provided by us.

The following table summarizes our contractual obligations at May 31, 2008 and the effect these obligations are expected to have on our liquidity and cash flows in future periods. Of the \$21.2 million in operating leases, \$42,000 is included in accrued restructuring charges as of May 31, 2008.

	Total	Payments due by fiscal year					Thereafter
		FY 2009	FY 2010	FY 2011	FY 2012	FY 2013	
(in thousands)							
<b>Contractual obligations:</b>							
Long-Term debt obligations	\$ 720	\$ 467	\$ 253	\$	\$	\$	\$
Operating lease obligations	21,190	3,712	3,640	3,736	3,765	3,426	2,911
Other long-term liabilities	315	105	105	105			
<b>Total</b>	<b>\$ 22,225</b>	<b>\$ 4,284</b>	<b>\$ 3,998</b>	<b>\$ 3,841</b>	<b>\$ 3,765</b>	<b>\$ 3,426</b>	<b>\$ 2,911</b>

As of May 31, 2008, we did not have any significant purchase obligations for goods or services that are enforceable and legally binding.

We currently anticipate that our available cash resources and credit facility, combined with cash flows generated from revenues, will be sufficient to meet our presently anticipated working capital, capital expense and business expansion requirements for at least the next 12 months. However, we may be required, or could choose, to raise additional funds at any time. Our future liquidity and capital requirements will depend on numerous factors, including our future revenues, the timing and extent of spending to support product development efforts and expansion of sales and marketing and general and administrative activities, the success of our existing and new product and service offerings and competing technological and market developments. There can be no assurance that additional funding, if needed, will be available on terms acceptable to us, if at all.

**Off-Balance Sheet Arrangements**

As of May 31, 2008, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

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**ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Interest Rate Risk**

Our exposure to market risk for changes in interest rates relates primarily to our borrowings and investments. On January 31, 2006, we entered into a credit facility with a bank. The credit facility provides for (i) a term loan in a principal amount of \$6,500,000, and (ii) a receivables borrowing base revolving credit line in an aggregate principal amount of up to \$7,500,000, which includes a sub-limit of up to \$5,000,000 for letters of credit, cash management and foreign exchange services. In November 2006, we amended the credit facility to add an equipment facility up to a principal amount of \$3,000,000. Both the term loan and the equipment facility are required to be repaid in 36 equal monthly installments of principal, plus interest. The equipment facility's term begins with the date of each advance under the contract. We obtained advances on November 30, 2006 and February 28, 2007. The maturity date of the term loan and the revolving credit line is January 31, 2009. The interest rate applicable to the loans under the credit facility is the bank's prime rate (5.25% at May 31, 2008) plus 0.50% for the term loan and the bank's prime rate plus 0.25% for borrowings under the revolving credit line and the equipment facility. Variable interest rates may produce more expense than expected if interest rates rise. A 0.5% change in interest rates would not be significant. We are required to pay an early termination fee if the credit facility is terminated by the bank due to the occurrence of an event of default or is refinanced by another financial institution, in each case, prior to the second anniversary of the credit facility.

The credit facility is secured by all of our personal property other than our intellectual property. The credit facility includes certain negative covenants restricting or limiting the ability of us and our subsidiaries to, among other things: incur additional indebtedness; create liens on its property; make certain investments and acquisitions; merge or consolidate with any other entity; convey, sell, lease, transfer or otherwise dispose of assets; change its business; experience a change of control; pay dividends, distributions or make other specified restricted payments; and enter into certain transactions with affiliates. Such restrictions and limitations are subject to usual and customary exceptions contained in credit agreements of this nature. In addition, the credit facility requires us to satisfy a minimum consolidated EBITDA covenant on a quarterly basis, and a minimum liquidity covenant on a monthly basis. EBITDA, or earnings before income tax, depreciation and amortization, also excludes stock-based compensation and includes the estimated revenue that would have been recorded related to the Centra deferred revenue fair value adjustment.

The credit facility also contains usual and customary events of default (subject to certain threshold amounts and grace periods). If an event of default occurs and is continuing, we may be required to repay the obligations under the credit facility prior to their stated maturity date, our ability to borrow under the revolving credit line may be terminated, and the bank may be able to foreclose on any collateral provided by us.

As of May 31, 2008, we had no borrowings under the term loan, \$629,000 outstanding under the equipment facility and no borrowings outstanding under the receivables borrowing base revolving credit line. As of May 31, 2008, we were in compliance with the liquidity covenant and the EBITDA covenant.

At May 31, 2008, we had cash and cash equivalents totaling \$16.6 million. Of this amount, approximately \$12.4 million was invested in accounts bearing variable interest rates of between 0.23% and 5.30%. The remainder of our cash and cash equivalents is held in non-interest bearing accounts at several banks. Variable interest rate securities may produce less income than expected if interest rates fall. A 0.5% change in interest rates would not be significant.

**Foreign Currency Risk**

We do not use derivative instruments to manage risks associated with foreign currency transactions in order to minimize the impact of changes in foreign currency exchange rates on earnings. We provide our products and services to customers in the United States, Europe and elsewhere throughout the world. Sales are primarily made



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in U.S. dollars, and to a lesser but increasing extent, British pounds and Euros; however, as we continue to expand our operations, more of our contracts may be denominated in Australian dollars, Canadian dollars and Japanese yen. A strengthening of the U.S. dollar could make our products less competitive in foreign markets.

Our exposure to foreign exchange rate fluctuations also arises in part from inter-company accounts with our foreign subsidiaries. These inter-company accounts are typically denominated in the functional currency of the foreign subsidiary, and, when re-measured and translated in U.S. dollars, have an impact on our operating results depending upon the movement in foreign currency rates. During fiscal 2008, our total realized and unrealized gains due to movements in foreign currencies, primarily Australian dollars, British pounds, European Union Euros, Japanese yens and Indian Rupees, was \$406,000. As exchange rates vary, these foreign exchange results may vary and adversely or favorably impact operating results. An unfavorable change of 10% in foreign currency rates would not have a material impact on our financial statements.

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**ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**SABA SOFTWARE, INC.**

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Saba Software, Inc.

We have audited the accompanying consolidated balance sheets of Saba Software, Inc. as of May 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended May 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Saba Software, Inc. at May 31, 2008 and 2007, and the consolidated results of its operations and its cash flows for each of the three years in the period ended May 31, 2008, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1 to the consolidated financial statements, in fiscal 2007, Saba Software Inc. changed its method of accounting for share-based payments in accordance with the guidance provided in Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*. As discussed in Note 1 to the consolidated financial statements, in fiscal 2008, the Company adopted Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No.109*.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Saba Software, Inc.'s internal control over financial reporting as of May 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 13, 2008, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California

August 13, 2008

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Saba Software, Inc.

We have audited Saba Software's Internal Control over Financial Reporting as of May 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Saba Software, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Saba Software, Inc. maintained, in all material respects, effective internal control over financial reporting as of May 31, 2008, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the accompanying consolidated balance sheets of Saba Software, Inc. as of May 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended May 31, 2008 of Saba Software, Inc. and our report dated August 13, 2008 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California

August 13, 2008

**Table of Contents****SABA SOFTWARE, INC.****CONSOLIDATED BALANCE SHEETS****(in thousands, except share and per share data)**

	2008	May 31, 2007
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 16,624	\$ 18,088
Restricted cash	360	500
Accounts receivable (net of allowance for doubtful accounts of \$309 at May 31, 2008 and \$420 at May 31, 2007)	22,095	20,905
Prepaid expenses and other current assets	2,893	2,767
<b>Total current assets</b>	<b>41,972</b>	<b>42,260</b>
Property and equipment, net	5,239	3,669
Goodwill	37,708	38,293
Purchased intangible assets, net	12,459	16,414
Other assets	1,553	977
<b>Total assets</b>	<b>\$ 98,931</b>	<b>\$ 101,613</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 4,017	\$ 4,772
Accrued compensation and related expenses	5,912	5,746
Accrued expenses	4,568	5,949
Deferred revenue	29,257	27,886
Current portion of debt and lease obligations	658	2,664
<b>Total current liabilities</b>	<b>44,412</b>	<b>47,017</b>
Deferred revenue	2,028	1,598
Other long-term liabilities	1,386	
Accrued rent	2,363	2,769
Debt and lease obligations, less current portion	254	2,328
<b>Total liabilities</b>	<b>50,443</b>	<b>53,712</b>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, issuable in series: \$0.001 par value: 5,000,000 authorized shares at May 31, 2008 and 2007 none issued or outstanding		
Common stock, \$0.001 par value: 50,000,000 authorized; 29,227,656 and 28,908,612 shares issued at May 31, 2008 and 2007	30	29
Additional paid-in capital	255,637	251,408
Treasury stock: 102,997 shares at May 31, 2008 and 2007, at cost	(232)	(232)
Accumulated deficit	(206,875)	(203,333)
Accumulated other comprehensive income (loss)	(72)	29
<b>Total stockholders' equity</b>	<b>48,488</b>	<b>47,901</b>

Total liabilities and stockholders equity	\$ 98,931	\$ 101,613
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*See accompanying Notes to Consolidated Financial Statements.*

**Table of Contents****SABA SOFTWARE, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(in thousands, except per share data)**

	Years ended May 31,		
	2008	2007	2006
<b>Revenues:</b>			
License	\$ 22,041	\$ 22,621	\$ 20,528
License updates and product support	35,092	31,344	21,034
OnDemand	18,191	15,924	6,244
Professional services	32,453	29,978	23,341
<b>Total revenues</b>	<b>107,777</b>	<b>99,867</b>	<b>71,147</b>
<b>Cost of revenues:</b>			
Cost of license	839	1,196	733
Cost of license updates and product support	8,900	8,558	4,790
Cost of OnDemand	7,232	5,025	2,500
Cost of professional services	22,075	20,982	16,795
Amortization of acquired developed technology	1,178	1,178	393
<b>Total cost of revenues</b>	<b>40,224</b>	<b>36,939</b>	<b>25,211</b>
<b>Gross profit</b>	<b>67,553</b>	<b>62,928</b>	<b>45,936</b>
<b>Operating expenses:</b>			
Research and development	16,498	17,052	14,392
Sales and marketing	36,571	38,317	27,229
General and administrative	14,609	12,337	8,636
In-process research and development			760
Amortization of purchased intangible assets	2,538	2,538	1,298
<b>Total operating expenses</b>	<b>70,216</b>	<b>70,244</b>	<b>52,315</b>
<b>Loss from operations</b>	<b>(2,663)</b>	<b>(7,316)</b>	<b>(6,379)</b>
Interest income and other, net	626	153	164
Interest expense	(161)	(470)	(431)
<b>Loss before provision for income taxes</b>	<b>(2,198)</b>	<b>(7,633)</b>	<b>(6,646)</b>
Provision for income taxes	(1,344)	(341)	(285)
<b>Net loss</b>	<b>\$ (3,542)</b>	<b>\$ (7,974)</b>	<b>\$ (6,931)</b>
<b>Basic and diluted net loss per share</b>	<b>\$ (0.12)</b>	<b>\$ (0.28)</b>	<b>\$ (0.33)</b>
<b>Shares used in computing basic and diluted net loss per share</b>	<b>29,016</b>	<b>28,541</b>	<b>20,898</b>

*See accompanying Notes to Consolidated Financial Statements.*





**Table of Contents****SABA SOFTWARE, INC.****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY**

(in thousands, except share data)

	Preferred Stock		Common Stock			Treasury Stock		Accumulated Other Comprehensive Income		Total Stockholders Equity
	Shares	Amount	Shares	Amount	Additional Paid in Capital	Deferred Compensation	Shares	Amount	Accumulated Deficit	
Balance at May 31, 2005		\$ 17,987,247	\$ 18	\$ 209,621	\$ (102,997)	\$ (232)	\$ (188,428)	\$ (145)	\$ 20,834	
Issuance of common stock under employee stock purchase plan		56,121		182					182	
Issuance of common stock in connection with exercise of stock options		233,098	1	792					793	
Issuance of common stock in connection with the acquisition of Centra		10,367,406	10	37,810					37,820	
Cancellation of escrow shares from the acquisition of THINQ		(134,389)		(689)					(689)	
Net Loss							(6,931)		(6,931)	
Foreign currency translation adjustments								(162)	(162)	
Comprehensive loss									(7,093)	
Balance at May 31, 2006		28,509,483	29	247,716	(102,997)	(232)	(195,359)	(307)	51,847	
Issuance of common stock under employee stock purchase plan		72,890		265					265	
Issuance of common stock in connection with exercise of stock options		326,273		1,225					1,225	
Stock-based compensation				2,202					2,202	
Cancellation of escrow shares from the acquisition of THINQ		(34)								
Net loss							(7,974)		(7,974)	
Foreign currency translation adjustments								336	336	
Comprehensive loss									(7,458)	
Balance at May 31, 2007		28,908,612	29	251,408	(102,997)	(232)	(203,333)	29	47,901	
Issuance of common stock under employee stock purchase plan		88,955	1	362					363	
Issuance of common stock in connection with exercise of stock options		230,089		857					857	
Stock-based compensation				3,010					3,010	
Net loss							(3,542)		(3,542)	
Foreign currency translation adjustments								(101)	(101)	
Comprehensive loss									(3,643)	

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Balance at May 31, 2008                    \$    29,227,656    \$ 30   \$ 255,637    \$            (102,997)   \$ (232)   \$ (206,875)   \$            (72)   \$ 48,488

*See accompanying Notes to Consolidated Financial Statements*

**Table of Contents****SABA SOFTWARE, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

	Years ended May 31,		
	2008	2007	2006
<b>Operating activities:</b>			
Net loss	\$ (3,542)	\$ (7,974)	\$ (6,931)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:			
Depreciation and amortization	1,908	1,478	836
Amortization of purchased intangible assets	3,955	4,036	1,864
Write-off of in-process research and development			760
Stock-based compensation	3,010	2,202	
Loss on disposal of property and equipment		23	8
Write off of prepaid royalties		170	
Changes in operating assets and liabilities:			
Accounts receivable	(870)	(2,275)	1,026
Prepaid expenses and other current assets	(93)	(133)	119
Other assets	9	72	25
Accounts payable	(805)	(4,023)	2,207
Accrued compensation and related expenses	(82)	(419)	873
Accrued expenses	(40)	(792)	(5,648)
Deferred revenue	1,798	5,247	5,143
Accrued rent	(196)	(65)	(195)
Net cash provided by (used in) operating activities	5,052	(2,453)	87
<b>Investing activities:</b>			
Purchases of property and equipment	(3,467)	(2,949)	(1,242)
Proceeds from restricted cash	140		24
Cost of acquisitions, net of cash acquired			8,440
Net cash (used in) provided by investing activities	(3,327)	(2,949)	7,222
<b>Financing activities:</b>			
Proceeds from issuance of common stock under employee stock plans	1,220	1,490	975
Borrowings under credit facility, net of issuance costs		4,000	6,624
Repayments on borrowings under the credit facility	(4,189)	(6,167)	(7,228)
Borrowings under the equipment credit facility		1,192	
Repayments on the equipment credit facility		(165)	
Borrowings under equipment term loans			163
Repayments under equipment term loans	(68)	(63)	(15)
Repayments of notes payable	(32)	(98)	(127)
Net cash (used in) provided by financing activities	(3,069)	189	392
Effect of exchange rate changes on cash and cash equivalents	(120)	272	(80)
(Decrease) increase in cash and cash equivalents	(1,464)	(4,941)	7,621
Cash and cash equivalents, beginning of period	18,088	23,029	15,408
Cash and cash equivalents, end of period	\$ 16,624	\$ 18,088	\$ 23,029

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### Supplemental disclosure of non-cash transactions:

Common stock issued for acquisitions, net of cancellations	\$	\$	\$ 37,131
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### Supplemental disclosure of other cash flow information:

Cash paid for income taxes, net of refunds	\$	523	\$	155	\$	55
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Cash paid for interest	\$	158	\$	453	\$	392
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*See accompanying Notes to Consolidated Financial Statements.*

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. The Company**

Saba Software, Inc. ( Saba or the Company ) provides a software platform for enterprise learning, collaboration, performance, and talent management, as well as license updates and product support, OnDemand, implementation, training, and consulting services. Saba's solutions help its customers through the implementation of a management system for aligning goals, developing and motivating people and measuring results. By implementing the Saba's solutions, organizations are better equipped to: align their workforce around the organization's business objectives; effectively manage growing regulatory requirements; increase sales and channel readiness; accelerate the productivity of new people joining the extended enterprise of employees, customers, partners and suppliers; increase both the speed of customer acquisition and long-term customer loyalty; shorten time-to-market of new products; and improve visibility into organizational performance.

To date, Saba Enterprise Learning and related services have accounted for a substantial majority of Saba's revenues. Saba anticipates that revenues from the Saba Enterprise Suite and the Saba Centra product suite, as well as related services will constitute substantially all of its revenues for the foreseeable future.

Saba sells its products and related services worldwide primarily through a direct sales force and alliance partners. The Company's corporate headquarters are located in Redwood Shores, California. In addition, the Company has international subsidiaries in India, France, Japan, Germany, the United Kingdom, Canada and Australia through which it conducts various operating activities related to its business. In each of the non-U.S. jurisdictions in which it has subsidiaries, other than India, Saba has employees or consultants engaged in sales and services activities. In the case of its India subsidiary, Saba's employees primarily engage in software development and quality assurance testing activities.

Saba was incorporated in the State of Delaware in April 1997.

**2. Summary of Significant Accounting Policies**

***Basis of Presentation***

The consolidated financial statements include the accounts of Saba and its wholly owned subsidiaries. All significant inter-company accounts and transactions have been eliminated in consolidation.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ materially from those estimates. On an ongoing basis, the Company evaluates its estimates, including those related to the accounts receivable and sales allowances, fair values of intangible assets and goodwill, useful lives of intangible assets, property and equipment, fair values of options to purchase the Company's common stock, and income taxes, among others. The Company bases its estimates for the carrying values of assets and liabilities using historical experience and other assumptions that are believed to be reasonable. The Company engages third-party valuation consultants to assist in the allocation of purchase price for significant acquisitions.

#### *Cash and Cash Equivalents*

Cash and cash equivalents consist of highly liquid short-term investments with insignificant interest rate risk and original maturities from the date of purchase of three months or less. Cash and cash equivalents are stated at fair value based on quoted market prices.

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Fair Value of Financial Instruments***

Carrying amounts of certain of Saba's financial instruments including cash, cash equivalents, trade accounts receivable, trade accounts payable and accrued liabilities approximate fair value due to their short maturities. The carrying amount of Saba's note payable, debt and capital lease obligations approximate fair value based on the terms of similar borrowing arrangements available to Saba.

***Trade Accounts Receivable and Concentrations of Credit Risk***

Financial instruments that potentially subject Saba to concentrations of credit risk include cash, cash equivalents and trade accounts receivable. Management believes the financial risks associated with cash and cash equivalents is minimal because these amounts are held in banks.

Saba conducts business with companies in various industries throughout the world. Trade accounts receivable are recorded at the invoiced amount, do not bear interest, and generally do not require collateral. Saba Enterprise Learning and related services have accounted for a substantial majority of Saba's revenues since inception. An allowance is maintained for potential credit losses, and to date, such losses have been within management's expectations. The allowance for doubtful accounts is based on Saba's assessment of the amount of probable credit losses in the existing accounts receivable. Saba determines the allowance based on the aging of the accounts receivable, the financial condition of its customers and their payment history, its historical write-off experience and other assumptions. Past due balances based on purchase order terms and other specific accounts as necessary are reviewed monthly. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The changes in the allowance for doubtful accounts are as follows:

	<b>Beginning Balance</b>	<b>Additions charged to Operations</b>	<b>Write-Offs</b>	<b>Ending Balance</b>
	<b>(in thousands)</b>			
<b>Year Ended:</b>				
May 31, 2006	\$ 329	166	381	\$ 114
May 31, 2007	\$ 114	455	167	\$ 402
May 31, 2008	\$ 402	166	259	\$ 309

Accounts receivable includes amounts earned but unbilled of \$2.6 million and \$4.9 million at May 31, 2008 and 2007. At May 31, 2008 and 2007, there were no customers accounting for more than 10% of Saba's accounts receivable balance.

***Property and Equipment***



Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets, which are generally three to five years. Assets acquired under capital lease obligations are amortized over the shorter of the estimated useful life of the asset or the life of the lease. Amortization expense for assets acquired under capital lease obligations is included with depreciation expense. Leasehold improvements are amortized over the shorter of the estimated useful lives of the assets or the life of the lease.

***Purchased Intangible Assets and Goodwill***

Purchased intangible assets consist of acquired developed technology, customer relationships, tradenames and customer backlog acquired as part of a purchase business combination. The intangible assets are stated at cost less accumulated amortization and are being amortized on a straight-line basis over their estimated useful lives of two to seven years.

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Goodwill represents the excess of the purchase price over the fair value of tangible and identifiable intangible assets acquired. Goodwill amounts are not amortized, but rather are tested for impairment at least annually. In the event that Saba determines that the value of goodwill has become impaired, the Company will incur an accounting charge for the amount of impairment during the fiscal quarter in which such determination is made. Goodwill is not deductible for income tax purposes.

***Software Development Costs***

Saba accounts for software development costs in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 86, *Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed*, whereby costs for the development of new software products and substantial enhancements to existing software products are expensed as incurred until technological feasibility has been established, at which time any additional costs are capitalized. Technological feasibility is established upon completion of a working model. Through May 31, 2008, software development costs incurred subsequent to the establishment of technological feasibility have not been significant, and all software development costs have been charged to research and development expense in the accompanying consolidated statements of operations.

***Income Taxes***

In June 2006, the Financial Accounting Standards Board ( FASB ) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* ( FIN 48 ). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*. This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure and transition.

The Company adopted FIN 48 effective June 1, 2007. As a result of the implementation of FIN 48, the Company did not recognize a cumulative adjustment to the June 1, 2007 balance of retained earnings.

***Stock Options and Equity Instruments Exchanged for Services***

The Company has share-based payment award plans for its employees and directors that are described fully in Notes 7 and 8. The share-based compensation expenses associated with awards under these plans in fiscal 2008 and 2007 are recorded in accordance with SFAS No. 123 Revised 2004 ( SFAS 123R ), *Share-Based Payment*, as discussed in Note 7.

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SFAS 123R requires the use of a valuation model to calculate the fair value of share-based awards. The Company elected to use the Black-Scholes-Merton ( BSM ) pricing model to determine the fair value of share options on the dates of grant, consistent with that used for pro forma disclosures under SFAS 123, *Accounting for Stock-Based Compensation*.

The Company elected the modified prospective transition method as permitted by SFAS 123R, and accordingly, prior periods have not been restated to reflect the impact of SFAS 123R. Under this transition method, share-based compensation is recognized for all new and unvested share-based awards that are ultimately expected to vest as the requisite service is rendered beginning June 1, 2006, the date of adoption. Share-based compensation is measured based on the fair values of all stock-based awards on the dates of grant.

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company recognizes share-based compensation using the straight-line method for all stock awards issued after June 1, 2006.

Beginning in 2006, SFAS 123R required the benefits of tax deductions in excess of the tax-effected compensation that would have been recognized as if the Company had always accounted for its share-based award activity under SFAS 123R to be reported as a cash flow from financing activities, rather than as a cash flow from operating activities, as was prescribed under accounting rules applicable through May 31, 2006. As the Company does not expect to realize any of these benefits, due to operating losses, no such amounts have been recorded through May 31, 2008.

Prior to June 1, 2006, the Company accounted for its share-based compensation plans under the intrinsic value method of accounting as defined by Accounting Principles Board ( APB ) Opinion No. 25, ( APB 25 ), *Accounting for Stock Issued to Employees* and applied the disclosure provisions of SFAS 123, *Accounting for Stock-Based Compensation*, as amended. Under APB 25, the Company generally did not recognize any compensation expense for stock options granted to employees or outside directors as the exercise price of its options was equivalent to the market price of the Company's common stock on the date of grant. However, the Company recorded share-based compensation for the intrinsic value associated with unvested options assumed in connection with acquisitions. For pro forma disclosures of share-based compensation prior to June 1, 2006, the estimated fair values for options granted and options assumed were amortized using the accelerated expense attribution method. In addition, the Company reduced pro forma share-based compensation expense for actual forfeitures in the periods they occurred. In March 2005, the United States Securities and Exchange Commission ( SEC ) issued Staff Accounting Bulletin ( SAB ) No. 107 ( SAB 107 ), which provides supplemental implementation guidance for SFAS 123R. The Company has applied the provisions of SAB 107 in its adoption SFAS 123R. See Note 7 for information on the impact of the Company's adoption of SFAS 123R and the assumptions the Company used to calculate the fair value of share-based employee compensation.

**Basic and Diluted Net Loss Per Share**

Basic and diluted net loss per share information for all periods is presented under the requirements of SFAS No. 128, *Earnings per Share*. Basic earnings per share has been computed using the weighted-average number of shares of common stock outstanding during the period, less shares that may be repurchased, and excludes any dilutive effects of options, warrants and convertible securities.

The calculations of basic and diluted net loss per share are as follows:

	Years ended May 31,		
	2008	2007	2006
	(in thousands, except per share amounts)		
Net loss	\$ (3,542)	\$ (7,974)	\$ (6,931)
Weighted-average shares of common stock outstanding	29,016	28,541	20,898

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Weighted-average shares of common stock used in computing basic and diluted net loss per share	29,016	28,541	20,898
Basic and diluted net loss per share	\$ (0.12)	\$ (0.28)	\$ (0.33)

If Saba had reported net income, diluted net income per share would have included common equivalent shares related to outstanding options to purchase common stock not included above of 242,296, 948,093 and 509,101 at May 31, 2008, 2007 and 2006, respectively. The common equivalent shares from options would be

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

determined using the treasury stock method. In addition, potentially dilutive stock options representing 3.5 million, 2.0 million and 1.7 million shares of common stock for the years ended May 31, 2008, 2007 and 2006, respectively, have been excluded from the computation of diluted net loss per share because they have exercise prices, higher than the average stock price during the respective periods and their inclusion would be anti-dilutive under the treasury stock method.

***Revenue Recognition***

Saba recognizes license revenues addressed below in accordance with the provisions of American Institute of Certified Public Accountants ( AICPA ) Statement of Position ( SOP ) 97-2, *Software Revenue Recognition*, as amended by SOP 98-9, *Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions*. Under SOP 97-2, as amended, Saba recognizes license revenues when all of the following conditions are met:

persuasive evidence of an agreement exists;

delivery has occurred;

the fee is fixed or determinable; and

collection is probable.

SOP 97-2, as amended, requires revenue earned on software arrangements involving multiple elements to be allocated to each element based on the relative fair values of the elements. Saba has analyzed each element in its multiple-element arrangements and determined that it has sufficient vendor-specific objective evidence ( VSOE ) to allocate revenues to certain OnDemand offerings, license updates and product support and professional services. Accordingly, assuming all other revenue recognition criteria are met, revenues from perpetual licenses are recognized upon delivery using the residual method in accordance with SOP 98-9. Saba limits its assessment of VSOE for each element to either the price charged when the same element is sold separately or the price established by management, having the relevant authority to do so, for an element not yet sold separately.

License revenues from licenses with a term of three years or more are generally recognized on delivery if the other conditions of SOP 97-2 are satisfied. Saba does not grant its resellers the right of return and does not recognize revenue from resellers until an end-user has been identified and the other conditions of SOP 97-2 are satisfied. License revenues from licenses with a term of less than three years are generally recognized ratably over the term of the arrangement. License updates and product support revenue is recognized ratably over the term of the arrangement, typically 12 months. In arrangements where term licenses are bundled with license updates and product support and such revenue is recognized ratably over the term of the arrangement, we allocate the revenue to license revenue and to license updates and product support revenue based on the VSOE of fair value for license updates and product support revenue on perpetual license of similar products.

Revenue related to professional services is generally recognized as the services are performed. Although Saba provides professional services on a time and materials basis, a portion of these services is provided on a fixed-fee basis. For services performed on a fixed fee basis, revenues are generally recognized on the proportional performance of the project, with performance measured based on hours of work performed. For contracts that involve significant customization and implementation or consulting services that are essential to the functionality of the software, the license and services revenues are recognized using the percentage-of-completion method or, if we are unable to reliably estimate the costs to complete the services, we use the completed contract method of accounting in accordance with SOP 97-2 and relevant guidance of SOP 81-1, *Accounting for Performance of Construction-Type and Certain Production Type Contracts*. A contract is considered complete when all significant costs have been incurred or the item has been accepted by the customer.

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Revenue from Saba's OnDemand offerings is recognized as a service arrangement whereby the revenue is recognized ratably over the term of the arrangement or on an as-used basis if defined in the contract. Certain of its OnDemand offerings are integrated offerings pursuant to which the customer's ability to access the Company's software is not separable from the services necessary to operate the software and customers are not allowed to take possession of the Company's software, in which case revenue is recognized under the SEC's SAB No. 104, *Revenue Recognition*. Saba's OnDemand offerings also include arrangements with customers that have separately licensed and taken possession of the Company's software. When these OnDemand offerings are part of a multiple element arrangement involving licenses, Saba recognizes revenue in accordance with SOP 97-2.

If the requirements of SOP 97-2 are not met when Saba bills a customer or a customer pays Saba, the billed or paid amount is recorded as deferred revenue, a liability account. As the revenue recognition principals of SOP 97-2 are satisfied, the requisite amounts are recognized as revenue. In arrangements that include professional services and OnDemand offerings, but not a license of our software, we recognize revenue for professional services as the services are performed if these professional services qualify as a separate element of the arrangement. If the professional services do not qualify as a separate element of the arrangement, the related revenue is combined with the subscription revenue and recognized ratably over the subscription service period. Additionally, we defer the direct costs related to the professional services and recognize them ratably over the applicable service period. We categorize deferred revenue and deferred costs on our consolidated balance sheet as current if we expect to recognize such revenue or cost within the following twelve months. When the revenue from professional services is recognized ratably over the subscription service period, we allocate the revenue to professional services revenue and to OnDemand revenue based on the VSOE of fair value for similar professional services that qualify as a separate element of the arrangement. Our judgment as to whether the consulting services qualify as a separate unit of accounting may materially affect the timing of our revenue recognition and our results of operations.

***Advertising Expense***

Advertising costs are expensed as incurred and recorded in sales and marketing. Saba incurred advertising costs of \$102,000, \$58,000 and \$16,000 in fiscal 2008, 2007 and 2006, respectively.

***Foreign Currency Translation***

In general, the functional currency of the Company's foreign subsidiaries is the local currency. Foreign currency balance sheets are translated using end of period currency rates, while foreign currency statements of operations are translated using average rates for the period. Gains and losses resulting from translation of these foreign currency financial statements into U.S. dollars are recorded within stockholders' equity as part of accumulated other comprehensive income (loss).

***Accumulated Other Comprehensive Income (Loss)***



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Comprehensive loss is comprised of net loss and other comprehensive income (loss) and is reported in the accompanying statement of stockholders' equity. Accumulated other comprehensive income (loss) is comprised of foreign currency translation activity as follows:

	May 31,	
	2008	2007
	(in thousands)	
Foreign currency translation gain (loss)	\$ (72)	\$ 29
Accumulated other comprehensive income (loss)	\$ (72)	\$ 29

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Recent Accounting Pronouncements***

In June 2006, the FASB issued FIN 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109*. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS No. 109 and prescribes a recognition threshold and measurement attribute for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Additionally, FIN 48 provides guidance on derecognition of tax positions, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company adopted FIN 48 as of June 1, 2007 and no material adjustment to retained earnings was required.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements. SFAS No. 157 does not require any new fair value measurements, but provides guidance on how to measure fair value hierarchy used to classify the source of the information. This statement is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company will be required to adopt SFAS No. 157 in the first quarter of fiscal year 2009. The Company is currently evaluating the requirements of SFAS No. 157 and has not yet determined the impact on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 allows entities to voluntarily choose, at specified election dates, to measure many financial assets and financial liabilities (as well as certain non-financial instruments that are similar to financial instruments) at fair value (the fair value option). The election is made on an instrument-by-instrument basis and is irrevocable. If the fair value option is elected for an instrument, SFAS No. 159 specifies that all subsequent changes in fair value for that instrument shall be reported in earnings. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company is currently evaluating the effect that SFAS No. 159 will have on its consolidated financial statements, should the Company decide to adopt its provisions. Should the Company decide to adopt SFAS No. 159, it will do so in the first quarter of fiscal year 2009.

In June 2007, the FASB ratified EITF 07-3, *Accounting for Nonrefundable Advance Payments for Goods or Services Received for Use in Future Research and Development Activities*. EITF 07-3 requires that nonrefundable advance payments for goods or services that will be used or rendered for future research and development activities be deferred and capitalized and recognized as an expense as the goods are delivered or the related services are performed. EITF 07-3 is effective, on a prospective basis, for fiscal years beginning after December 15, 2007. The Company will be required to adopt EITF 07-3 in the first quarter of fiscal year 2009. The Company is currently evaluating the requirements of EITF 07-3 and has not yet determined the impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised) (SFAS No. 141(R)), *Business Combinations*. SFAS No. 141(R) changes the accounting for business combinations including the measurement of acquirer shares issued in consideration for a business combination, the recognition of contingent consideration, the accounting for preacquisition gain and loss contingencies, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition related transaction costs and the recognition of changes in the acquirer's income tax valuation allowance. SFAS No. 141(R) is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company will be required to adopt SFAS No. 141(R) in the first quarter of fiscal year

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In December 2007, the SEC issued Staff Accounting Bulletin No. 110 ( SAB 110 ). SAB 110 provides guidance to issuers on the method allowed in developing estimates of expected term of "plain vanilla" share options in accordance with SFAS No. 123R. The staff will continue to accept, under certain circumstances, the use of the simplified method beyond December 31, 2007. SAB 110 was effective for the Company beginning January 1, 2008. The Company did not use the simplified method subsequent to December 31, 2007.

In April 2008, the FASB issued FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets* ( FAS 142-3 ). This guidance is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets* ( SFAS 142 ), and the period of expected cash flows used to measure the fair value of the asset under SFAS 141R when the underlying arrangement includes renewal or extension of terms that would require substantial costs or result in a material modification to the asset upon renewal or extension. Companies estimating the useful life of a recognized intangible asset must now consider their historical experience in renewing or extending similar arrangements or, in the absence of historical experience, must consider assumptions that market participants would use about renewal or extension as adjusted for SFAS 142's entity-specific factors. FAS 142-3 is effective for the Company beginning June 1, 2009.

**3. Acquisitions**

**Centra Software, Inc.**

On January 31, 2006, Saba acquired Centra Software, Inc. ( Centra ), a leading provider of software and services for online learning and training. As part of Saba's strategy to establish itself as the market leader in the enterprise learning software industry, Saba acquired Centra to leverage the Company's collaborative learning offering in order to provide the industry's first complete enterprise learning solution.

The Centra acquisition has been accounted for as a business combination. Assets acquired and liabilities assumed were recorded at their fair values as of January 31, 2006. The results of operations for Centra are included in the statement of operations of the Company for the period from February 1, 2006 through May 31, 2006 and thereafter.

The total purchase price was \$62.3 million, including acquisition related transaction costs, and is comprised of \$37.8 million of Saba common stock, \$19.4 million in cash and \$5.1 million of cash to pay various transaction costs. The purchase price was allocated to Centra's assets based on fair values at the time of the transaction. Saba allocated \$23.1 million to goodwill, \$18.1 to identifiable intangible assets and assumed \$14.0 million of Centra's liabilities. Saba also received \$27.7 million in cash, \$6.1 million in prepaid and other assets and \$0.9 million of property and equipment.

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Part of the identifiable intangible assets was In-Process Research and Development ( IPR&D ). The IPR&D related to Centra s products designed specifically for online business communication, collaboration and learning. Because the IPR&D had not yet reached technological feasibility and had no alternative future use, Saba recorded a \$760,000 expense under the heading in-process research and development in the accompanying consolidated statements of operations upon acquisition in fiscal 2006.

During fiscal 2007, the Company increased the goodwill recorded in connection with this acquisition by \$205,000, primarily to account for changes in estimates related to the restructuring costs associated with Centra s operations. During fiscal 2008, the Company decreased the goodwill recorded by \$426,000 to record deferred tax assets for net operating losses not previously recognized in connection with this transaction.

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****THINQ Learning Solutions, Inc.**

On May 5, 2005, Saba acquired THINQ Learning Solutions, Inc. to support its long-term strategic direction, strengthen its competitive position in the Human Capital Management market, expand its customer base and provide greater scale to increase its investment in research and development to accelerate innovation and increase stockholder value.

The total purchase price was \$8.7 million, which consisted of \$8.0 million of Saba common stock, \$570,000 in cash for transaction costs and \$100,000 in cash paid to THINQ stockholders. In allocating the purchase price based on estimated fair values, Saba recorded approximately \$9.5 million of goodwill, \$5.1 million of identifiable intangible assets and \$5.9 million of net liabilities. The allocation of goodwill decreased by \$279,000 in fiscal 2006 as a result of the return of approximately \$689,000 in shares of common stock held in escrow, partially offset by an increase in pre-merger liabilities resulting from the acquisition. In fiscal 2007 goodwill was further reduced by \$76,000, primarily as a result of the reexamination and settlement of certain pre-merger assets and liabilities.

**4. Property and Equipment**

Property and equipment consists of the following (in thousands):

	May 31,		Estimated
	2008	2007	Useful Lives
	(in thousands)		
Computer equipment	\$ 15,058	\$ 11,978	1 to 3 Years
Office furniture and fixtures	1,923	1,848	5 Years
Leasehold improvements	1,401	1,502	1 to 5 Years
Construction in process	307	152	
	18,689	15,480	
Less accumulated depreciation and amortization	(13,450)	(11,811)	
	\$ 5,239	\$ 3,669	

**5. Purchased Intangible assets and Goodwill**

The following tables provide a summary of the carrying amounts of purchased intangible assets that continue to be amortized:

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	Gross Carrying Amount	May 31, 2008 Accumulated Amortization (in thousands)	Net Carrying Amount	Weighted Average Useful Life
Customer backlog	\$ 740	\$ (740)	\$	2.4 Years
Customer relationships	14,920	(6,040)	8,880	6.3 Years
Tradenames	820	(383)	437	5 Years
Acquired developed technology	5,890	(2,749)	3141	5 Years
<b>Total</b>	<b>\$ 22,370</b>	<b>\$ (9,911)</b>	<b>\$ 12,459</b>	

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	<b>Gross Carrying Amount</b>	<b>May 31, 2007 Accumulated Amortization (in thousands)</b>	<b>Net Carrying Amount</b>	<b>Weighted Average Useful Life</b>
Customer backlog	\$ 740	\$ (500)	\$ 240	2.4 Years
Customer relationships	14,920	(3,666)	11,254	6.3 Years
Tradenames	820	(219)	601	5 Years
Acquired developed technology	5,890	(1,571)	4,319	5 Years
<b>Total</b>	<b>\$ 22,370</b>	<b>\$ (5,956)</b>	<b>\$ 16,414</b>	

Amortization expense related to purchased intangible assets was \$3,955,000, \$4,035,000 and \$1,864,000 in fiscal 2008, 2007 and 2006, respectively. The total expected future amortization related to purchased intangible assets will be approximately \$3,716,000, \$3,716,000, \$3,268,000 and \$1,759,000 in fiscal years 2009 through 2012, respectively.

In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, the Company does not amortize the cost of goodwill; rather, it examines goodwill each year for impairment and adjusts the carrying value downward if impairment is discovered. SFAS No. 142 prescribes a two-phase process for impairment testing of goodwill. The first phase screens for impairment; while the second phase, if necessary, measures the impairment. Saba's reporting unit equates to its business segment as discussed in Note 11. Accordingly, all of Saba's goodwill is associated with the entire company. During the fourth quarter of fiscal 2008, Saba performed the required annual impairment analysis and determined that there was no indication of impairment of goodwill. Any future reduction of the enterprise fair value below the amount of stockholders' equity could require Saba to write down the value of goodwill to its fair value and record an expense for the impairment loss.

The changes in the carrying amount of goodwill as of May 31, 2008, 2007 and 2006 are as follows and described in Note 3:

	<b>Net Carrying Amount (in thousands)</b>
Goodwill, as of May 31, 2005	\$ 15,164
Adjustments to goodwill related to the THINQ acquisition	(279)
Add: Goodwill related to the Centra acquisition	23,279
Goodwill, as of May 31, 2006	38,164
Adjustments to goodwill related to the THINQ acquisition	(76)
Adjustments to goodwill related to the Centra acquisition	205
Goodwill, as of May 31, 2007	38,293
Adjustments to goodwill related to the Centra acquisition	(585)



Goodwill, as of May 31, 2008	\$ 37,708
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## 6. Debt and Lease Obligations

### *Credit Facility*

Since August 2002, Saba has maintained a credit facility with a bank. On January 31, 2006, the Company entered into a new credit facility with the bank. The credit facility provides for (i) a term loan in a principal amount of \$6,500,000, and (ii) a receivables borrowing base revolving credit line in an aggregate principal

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

amount of up to \$7,500,000 at any time outstanding, which includes a sub-limit of up to \$5,000,000 for letters of credit, cash management and foreign exchange services. In November 2006, the Company amended the credit facility to add an equipment facility up to a principal amount of \$3,000,000. Both the term loan and the equipment facility are required to be repaid in 36 equal monthly installments of principal, plus interest. The equipment facility's term begins with the date of each advance under the contract. The Company obtained advances on November 30, 2006 and February 28, 2007. The maturity date of the term loan and the revolving credit line is January 31, 2009. The interest rate applicable to the loans under the credit facility is the bank's prime rate plus 0.50% for the term loan and the bank's prime rate plus 0.25% for borrowings under the revolving credit line and the equipment facility. The Company is required to pay an early termination fee if the credit facility is terminated by the bank due to the occurrence of an event of default or is refinanced by another financial institution, in each case, prior to the second anniversary of the credit facility. As of May 31, 2008, the Company had no borrowings on the term loan and outstanding obligations of \$629,000 on the equipment facility. As of May 31, 2008, there were no borrowings and \$7.1 million was available under the accounts receivable borrowing base portion of the revolving credit line.

The credit facility is secured by all of the Company's personal property other than its intellectual property. The credit facility includes certain negative covenants restricting or limiting the ability of the Company and its subsidiaries to, among other things: encumber its intellectual property, incur additional indebtedness; create liens on its property; make certain investments and acquisitions; merge or consolidate with any other entity; convey, sell, lease, transfer or otherwise dispose of assets; change its business; experience a change of control; pay dividends, distributions or make other specified restricted payments; and enter into certain transactions with affiliates. Such restrictions and limitations are subject to usual and customary exceptions contained in credit agreements of this nature. In addition, the credit facility requires the Company to satisfy a minimum consolidated EBITDA covenant on a quarterly basis and a minimum liquidity covenant on a monthly basis. EBITDA, or earnings before income tax, depreciation and amortization, also excludes stock-based compensation and includes the estimated revenue that would have been recorded related to the Centra deferred revenue fair value adjustment. As of May 31, 2008, the Company was in compliance with the liquidity covenant, but not in compliance with the EBITDA covenant. Subsequent to May 31, 2008, the Company and the bank entered into a waiver and amendment to the loan agreement providing for (i) a waiver of the Company's non-compliance with the EBITDA covenant at May 31, 2008 and (ii) a reduced EBITDA covenant for the quarter ending August 31, 2008. If the Company violates any of these amended restrictive covenants or otherwise breaches the credit facility agreement, the Company may be required to repay the obligations under the credit facility prior to their stated maturity date, the Company's ability to borrow under the revolving credit line may be terminated and the bank may be able to foreclose on any collateral provided by the Company. See Note 15, *Subsequent Events* for more discussion of this matter.

**Leases**

Saba leases its office facilities under various non-cancelable operating leases that expire at various dates through 2014. Rent expense was \$4.6 million, \$4.4 million and \$4.6 million in fiscal 2008, 2007 and 2006, respectively. Rent expense under certain of Saba's facility leases is recognized on a straight-line basis over the term of the lease. The difference between the amounts paid and the amounts expensed is classified as accrued rent in the consolidated balance sheets.

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes Saba's future minimum lease payments and principal payments under debt obligations as of May 31, 2008. Of the \$22.2 million in operating leases, \$42,000 is included in accrued restructuring charges as of May 31, 2008.

	Total	Payments due by fiscal year					Thereafter
		FY 2009	FY 2010	FY 2011	FY 2012	FY 2013	
(in thousands)							
<b>Contractual obligations:</b>							
Long-term debt obligations	\$ 720	\$ 467	\$ 253	\$	\$	\$	\$
Operating lease obligations	21,190	3,712	3,640	3,736	3,765	3,426	2,911
Other long-term liabilities	315	105	105	105			
<b>Total</b>	<b>\$ 22,225</b>	<b>\$ 4,284</b>	<b>\$ 3,998</b>	<b>\$ 3,841</b>	<b>\$ 3,765</b>	<b>\$ 3,426</b>	<b>\$ 2,911</b>

**7. Share-based Compensation**

On June 1, 2006, the Company adopted SFAS 123R, *Share-Based Payment*, using the modified prospective method allowed by that statement. Under the fair value recognition provisions of this statement, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The valuation provisions of SFAS 123R apply to new grants and to grants that were outstanding prior to the effective date and are subsequently modified. Estimated compensation for grants that were outstanding as of the effective date will be recognized over the remaining service period using the compensation cost estimated for the SFAS 123 pro forma disclosures.

The adoption of SFAS 123R had and will have a material impact on the Company's consolidated results of operations.

*Summary of Assumptions*

Prior to June 1, 2006, the Company applied the intrinsic value recognition and measurement principles of APB 25, in accounting for share-based incentives. Accordingly, the Company was not required to record compensation expense when stock options were granted to eligible participants as long as the exercise price was not less than the fair market value of the stock when the option was granted. The Company was also not required to record compensation expense in connection with its 2000 Employee Stock Purchase Plan (ESPP) as long as the purchase price of the stock was not less than 85% of the lower of the fair market value of the stock at the beginning of each offering period or at the end of each purchase period. Effective June 1, 2006, the Company's adoption of the fair value recognition provisions of SFAS 123R, as interpreted by SAB 107 using the modified prospective transition method resulted in the recognition of share-based compensation expense for the fiscal year ended May 31, 2007 which included: (a) compensation expense for all share-based instruments granted prior to, but not yet vested as of June 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123, *Accounting for Stock-Based Compensation*, and (b) compensation expense for all share-based instruments granted on or after June 1, 2006, based on the grant date fair value estimated in

accordance with the provisions of SFAS 123R.

The Company currently uses the Black-Scholes-Merton option pricing model to determine the fair value of stock options and ESPP shares. The determination of the fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of complex and subjective variables. These variables include the expected term of the awards, the Company's expected stock price volatility over the term of the awards, actual and projected employee stock option

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

exercise behaviors, risk-free interest rate and expected dividends. The Company estimates the expected term of share-based awards granted by applying the simplified method in accordance with SAB 107, which provides supplemental implementation guidance for SFAS 123R. On December 21, 2007, the SEC issued Staff Accounting Bulletin No. 110 ( SAB 110 ) which provides guidance to issuers on the method allowed in developing estimates of expected term of plain vanilla share options in accordance with SFAS 123R. The staff will continue to accept, under certain circumstances, the use of the simplified method beyond December 31, 2007. SAB 110 was effective beginning January 1, 2008. We did not use the simplified method subsequent to December 31, 2007. The Company estimates the volatility of its common share-based upon its historical stock price volatility over the length of the expected term of the options. The Company bases the risk-free interest rate that it uses in the option valuation model on U.S. Treasury zero-coupon issues with remaining maturities similar to the expected term of the options. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option valuation model. The Company is required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company uses historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest. The expected term of employee stock purchase plan shares is the average of the remaining purchase periods under each offering period.

The following assumptions have been used to value the awards granted under the Company's stock option plans and stock purchased under the ESPP:

	Years ended May 31,		
	2008	2007	2006
<i>Stock Option Plans:</i>			
Expected life (years)	3.8	4.1	2.5
Risk-free interest rate	3.5%	4.7%	5.1%
Dividend yield	0%	0%	0%
Expected volatility	49%	66%	49%
<i>Employee Stock Purchase Plan:</i>			
Expected life (years)	0.5 -2.0	0.5 -2.0	0.5
Risk-free interest rate	4.6%	4.9%	5.3%
Dividend yield	0%	0%	0%
Expected volatility	46%	45%	44%

The following table summarizes the stock-based compensation expense for stock options and ESPP shares that was recorded in the Company's results of operations in accordance with SFAS 123R for the fiscal year ended May 31, 2008.

	Years Ended May 31,	
	2008	2007
	(in thousands, except per share data)	
Cost of revenues	\$ 399	\$ 286
Research and development	467	414
Sales and marketing	939	868
General and administrative	1,204	634

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Share-based compensation expense included in net loss	\$ 3,009	2,202
Effect of share-based compensation on net loss per share:		
Basic and diluted	\$ (0.13)	\$ (0.08)

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The share-based compensation expense categorized by various equity components is summarized in the table below:

	<b>Years Ended May 31,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(in thousands)</b>	
Stock options	\$ 2,799	\$ 2,055
Employee stock purchase plan	210	147
<b>Total share-based compensation</b>	<b>\$ 3,009</b>	<b>\$ 2,202</b>

*Comparable Disclosures*

The following table presents the pro forma effect of share-based compensation in prior years on the Company's net loss if it had accounted for its stock options under the fair value method of accounting as required by SFAS 123R:

	<b>Year Ended</b>	
	<b>May 31, 2006</b>	
	<b>(in thousands,</b>	
	<b>except per share amounts)</b>	
Net loss as reported	\$	(6,931)
Deduct: Total share-based employee compensation expense determined under fair value based method for all awards, net of related tax effects		(5,604)
<b>Adjusted net loss</b>	<b>\$</b>	<b>(12,535)</b>
Basic and diluted net loss per share as reported	\$	(0.33)
<b>Adjusted basic and diluted net loss per share</b>	<b>\$</b>	<b>(0.60)</b>

The Company did not recognize any tax benefits related to its share-based compensation plans in fiscal 2008 as it reported no taxable income from its operation for United States tax purposes.

Included in the share based compensation expense was a one-time non-cash charge of \$631,000 related to an employment agreement amendment which modified the events that trigger accelerated vesting of options and allowed for an extension to standard exercise terms. The modification of terms created incremental compensation costs when remeasured based on current circumstances. The current assumptions ranged as follows:

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expected volatility of 42% to 49%; risk free interest rates of 4.9% to 5.0%; and expected term (years) of 0.75 to 3.5.

### 8. Stockholders Equity

#### *Shares of Common Stock Reserved for Future Issuance*

As of May 31, 2008 Saba had reserved the following shares of common stock for issuance:

Stock options outstanding	4,869,256
Stock options available for future grant	1,448,519
Employees stock purchase plan	843,324
THINQ customer earn-out (1)	100,000
	7,261,099

(1) Although reserved at May 31, 2008, no shares will be issued pursuant to the THINQ customer earn-out.



**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Employee Stock Purchase Plan***

Under the Company's 2000 Employee Stock Purchase Plan ( ESPP ), eligible employees may purchase common stock at 85% of the lesser of the fair market value of Saba's common stock on the first day of the applicable two-year offering period or the last day of the applicable six-month purchase period. Beginning June 1, 2001, shares reserved for issuance under the ESPP increase annually in increments equal to the lesser of (i) 500,000 shares, (ii) two percent of the outstanding shares on June 1, or (iii) a lesser number of shares determined by the Board of Directors. Shares issued under the ESPP were 88,955 during fiscal 2008 and 73,390 during fiscal 2007. As of May 31, 2008, 843,324 shares were available for issuance under the ESPP.

***Stock Option Plans***

Under the 1997 Stock Option Plan, as amended, (the 1997 Plan ), Saba may grant options to purchase up to 2,703,807 shares of common stock to employees, directors and consultants at prices not less than the fair market value at the date of grant for incentive stock options (110% in certain circumstances) and not less than 85% of fair market value for non-statutory stock options. Options generally expire ten years from the date of grant and generally vest over four years. As of May 31, 2008, shares are no longer available for issuance under the 1997 Plan.

In January 2000, the Board of Directors adopted the 2000 Stock Incentive Plan (the 2000 Plan ) and reserved 1,500,000 shares for grant under the 2000 Plan. The terms of the 2000 Plan are substantially similar to the 1997 Plan, except that options generally expire six years from the date of grant. Beginning June 1, 2001, stock options reserved for issuance under the 2000 Plan increase annually in increments equal to the lesser of (i) 750,000 shares, (ii) five percent of the outstanding shares on June 1, or (iii) a lesser number of shares determined by the Board of Directors. As of May 31, 2008, 1,364,143 shares were available for issuance under the 2000 Plan.

Details of activity under the 1997 Plan and 2000 Plan are as follows:

	Number of Shares	Weighted- Average Exercise Price per Share
Balance, May 31, 2005	2,218,264	\$ 6.58
Granted	2,527,650	\$ 4.63
Exercised	(233,098)	\$ 3.53
Canceled	(580,712)	\$ 8.10
Balance, May 31, 2006	3,932,104	\$ 5.28
Granted	2,485,782	\$ 6.17

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Exercised	(326,273)	\$	3.66
Canceled	(1,376,986)	\$	7.44
Balance, May 31, 2007	4,714,627	\$	5.23
Granted	2,004,725	\$	4.84
Exercised	(230,089)	\$	3.73
Canceled	(1,620,007)	\$	5.58
Balance, May 31, 2008	4,869,256	\$	5.03

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Additional information regarding options outstanding as of May 31, 2008 is as follows:

Exercise Prices	Options Outstanding		Weighted- Average Contractual Life (Years)	Weighted- Average Exercise Price	Options Exercisable	
	Number Outstanding	Weighted- Average Remaining Contractual Life (Years)			Number	Weighted-Average Exercise Price
\$ 0.00 - \$ 3.50	214,524	0.8	\$ 2.48	214,524	\$ 2.48	
\$ 3.51 - \$ 3.75	434,972	2.7	\$ 3.64	301,503	\$ 3.62	
\$ 3.76 - \$ 3.85	338,663	1.8	\$ 3.78	338,663	\$ 3.78	
\$ 3.86 - \$ 4.19	231,326	3.0	\$ 4.14	172,388	\$ 4.14	
\$ 4.20 - \$ 5.00	1,337,110	3.6	\$ 4.72	322,877	\$ 4.67	
\$ 5.01 - \$ 5.50	729,695	3.5	\$ 5.15	155,158	\$ 5.11	
\$ 5.51 - \$ 6.35	875,336	4.4	\$ 6.19	307,872	\$ 6.16	
\$ 6.36 - \$ 7.00	589,680	3.6	\$ 6.40	297,927	\$ 6.40	
\$ 7.01 - \$117.50	81,950	0.1	\$ 8.47	81,950	\$ 8.47	
	4,869,256	3.3	\$ 5.03	2,192,862	\$ 4.75	

The Company defines in-the-money stock options outstanding or vested at May 31, 2008 as options that had exercise prices that were lower than the \$3.82 market price of its common stock at that date. The intrinsic value of exercised options is the difference between the market price and the exercise price multiplied by the total number of shares issued on the date of the exercise. The total intrinsic value of options exercised during fiscal 2008 was \$227,702. The total fair value of shares vested (exercised and unexercised) during fiscal 2008 was \$9.2 million. The aggregate intrinsic value of in-the-money options outstanding at May 31, 2008 is calculated as the difference between the exercise price of the underlying options and the market price of the Company's common stock. At May 31, 2008, there were options to purchase 984,000 shares that were in-the-money, of which 851,000 options were exercisable at that date. The total intrinsic value of in-the-money options outstanding at May 31, 2008 was \$380,000 of which \$362,000 was related to exercisable options.

The Company recorded \$3.0 million in stock-based compensation expense before income tax benefits during the fiscal year ended May 31, 2008 for stock options granted and shares purchased under the ESPP in its consolidated statement of operations. As of May 31, 2008, the Company had a total of \$3.6 million of unrecognized compensation expense before income tax benefits related to non-vested stock-based compensation arrangements granted under all of its equity compensation plans. Unrecognized compensation cost will be adjusted for future changes in estimated forfeitures and other factors. The Company expects to recognize this cost over a weighted average period of 1.7 years.

**9. Income Taxes**

The provision for income taxes is comprised of the following

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	Years ended May 31,		
	2008	2007	2006
	(in thousands):		
Current:			
Federal	\$ 34	\$	\$
States	46	39	285
Foreign	676	302	
	756	341	285
Deferred:			
Federal	588		
States			
Total provision	\$ 1,344	\$ 341	\$ 285

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of loss before provision for income taxes for the years ended May 31, 2008, 2007 and 2006 are as follows (in thousands):

	Years ended May 31,		
	2008	2007	2006
United States	\$ (3,901)	\$ (8,476)	\$ (7,147)
Foreign	1,703	843	501
	\$ (2,198)	\$ (7,633)	\$ (6,646)

The Company has not provided U.S. taxes on certain non-U.S. subsidiaries for which the earnings are permanently reinvested. Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The components of the net deferred income tax assets are as follows (in thousands):

	May 31,	
	2008	2007
	(in thousands)	
Deferred tax assets:		
Net operating loss carryforwards	\$ 78,758	\$ 79,459
Deferred revenue	783	914
Accruals	2,053	1,736
Property, equipment and purchased intangible assets	1,148	1,587
Tax credit carryforwards	4,433	4,389
SFAS 123R	504	334
Valuation allowance	(82,708)	(82,070)
Total deferred tax assets	4,972	6,349
Deferred tax liabilities:		
Purchased intangible assets	(4,846)	(6,336)
Other	(126)	(13)
Net deferred tax assets	\$	\$

Realization of deferred tax assets is dependent upon future taxable income, if any, the timing and amount of which are uncertain. Accordingly, a valuation allowance in an amount equal to the net deferred tax has been established to reflect these uncertainties. The valuation allowance increased by \$638,000 in fiscal 2008, and increased \$5.9 million in fiscal 2007, respectively. Approximately \$4.0 million of the valuation allowance at May 31, 2008 is attributable to benefits of stock option deductions, which, if recognized, will be allocated directly to stockholders equity.

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Approximately \$15.4 million of the valuation allowance is attributable to net operating losses and credit carryforwards from business combinations, which if recognized will be credited to goodwill, other non-current intangible assets or stockholder's equity.

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A reconciliation of income tax expense at the statutory federal income tax rate to net income tax expense included in the accompanying consolidated statements of operations is as follows:

	Years ended May 31,		
	2008	2007	2006
	(in thousands)		
U.S. federal benefit at statutory rate	\$ (769)	\$ (2,672)	\$ (2,326)
State taxes, net of federal benefit	24	25	
Foreign true-up	91		
Net operating loss and temporary differences for which no benefit was realized		2,432	2,185
Change in valuation allowance	638		
Foreign rate differential	(180)	35	104
Purchased in-process research and development			266
Amortization of share-based compensation	727	453	
Use of acquired net operating losses	589		
Tax Reserve	177		
Nondeductible expenses and other	47	68	56
Total	\$ 1,344	\$ 341	\$ 285

The Company's India subsidiary operates under a 10-year tax holiday which will expire in 2009. The net impact of the tax holiday is immaterial for Fiscal 2008.

As of May 31, 2008, the Company had net operating loss carryforwards of approximately \$214 million for federal tax purposes and approximately \$105 million for state tax purposes. Saba has California net operating loss carryforwards of approximately \$42 million. Saba also has research credit carryforwards of approximately \$2.7 million for federal tax purposes and approximately \$2.5 million for state tax purposes. If not utilized, the federal net operating loss and research credit carryforwards will expire in various amounts from fiscal 2010 through fiscal 2028. With the exception of California, the state net operating loss carryforwards will expire in fiscal 2009 through 2029. The California net operating loss carryforward will expire in fiscal 2008 through 2019. The California state research credit will carry forward indefinitely. The Massachusetts research credit carryforward will expire beginning in 2015. Utilization of the net operating loss and tax credit carryforwards may be subject to substantial annual limitations due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitations could result in the expiration of the net operating loss and tax credit carryforwards before utilization.

The aggregate changes in the balance of the gross unrecognized tax benefits were as follows (in thousands):

Gross unrecognized tax benefit as of June 1, 2007 (FIN 48 adoption date)	\$ 7,348
Increase related to tax positions taken from prior fiscal years, including acquisitions	43
Increase related to tax positions taken during Fiscal 2008	173

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Settlements with tax authorities

(275)

Total gross unrecognized tax benefit as of May 31, 2008

\$ 7,289

As of May 31, 2008, \$819,000 of unrecognized benefits would affect the Company's effective tax rate if realized. The Company recognized interest and penalties related to uncertain tax positions in the provision for income tax line of the consolidated statements of operations of \$142,000 during fiscal 2008. The gross amount of interest and penalties accrued as of May 31, 2008 was \$646,000. Domestically, there are currently no examinations for U. S federal and state taxing authorities. The Company believes that, as of May 31, 2008, the



**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

gross unrecognized tax benefits could increase by as much as \$181,000 in the next twelve months, related primarily to annual additional transfer pricing reserve and imputed interest and penalties on unrecognized tax benefit. The Company believes that it has adequately provided for any reasonably foreseeable outcomes related to any tax audits and that any settlement will not have a material adverse effect on the consolidated financial position or results of operations, however, there can be no assurances as to the possible outcomes.

**10. Retirement Plan**

Saba has established the Saba Software 401(k) Plan (the "401(k) Plan") under section 401(k) of the Internal Revenue Code, covering substantially all of its U.S. employees. Under the 401(k) Plan, participating employees may defer a portion of their pretax earnings subject to an annual contribution limit. Saba may also make matching contributions equal to a discretionary percentage of the employees' deferral. To date, no matching contributions have been made.

**11. Segment Information**

Saba operates in a single operating segment, providing software and services that drive organizational excellence by bringing a disciplined approach to aligning, developing, and managing people across the entire organization.

*Geographic Information*

The following tables represent revenue and long-lived assets information by geographic area as of and for the fiscal years ended May 31, 2008, 2007 and 2006. Long-lived assets consist of property and equipment, goodwill and purchased intangible assets:

	Total Revenue			Long-Lived Assets	
	2008	2007	2006	2008	2007
	(in thousands)				
United States	\$ 77,767	\$ 66,384	\$ 51,494	\$ 54,657	\$ 57,253
United Kingdom	12,789	11,842	12,978		
Rest of the World	17,221	21,641	6,675	953	1,123
Total	\$ 107,777	\$ 99,867	\$ 71,147	\$ 55,610	\$ 58,376

Long-lived assets located in the United Kingdom have been included in the Rest of the World classification.

*Major Customers*

For fiscal years 2008, 2007 and 2006, no customer accounted for greater than 10% of revenues.

**12. Litigation**

*Litigation Relating to the Company's Initial Public Offering*

In November 2001, a complaint was filed in the United States District Court for the Southern District of New York (the District Court) against the Company, certain of its officers and directors, and certain underwriters of its initial public offering. The complaint was purportedly filed on behalf of a class of certain persons who purchased the Company's common stock between April 6, 2000 and December 6, 2000. The

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

complaint alleges violations by the Company and its officers and directors of Section 11 of the Securities Act of 1933, as amended (the Securities Act ), Section 10(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), and other related provisions in connection with certain alleged compensation arrangements entered into by the underwriters in connection with the offering. An amended complaint was filed in April 2002. Similar complaints have been filed against hundreds of other issuers that have had initial public offerings since 1998. The complaints allege that the prospectus and the registration statement for the offering failed to disclose that the underwriters allegedly solicited and received excessive commissions from investors and that some investors in the IPO offering agreed with the underwriters to buy additional shares in the aftermarket in order to inflate the price of the Company's stock. The complaints were later consolidated into a single action. The complaint seeks unspecified damages, attorney and expert fees, and other unspecified litigation costs.

On July 1, 2002, the underwriter defendants in the consolidated actions moved to dismiss all of the actions, including the action involving the Company. On July 15, 2002, the Company, along with other non-underwriter defendants in the coordinated cases, moved to dismiss the litigation. On February 19, 2003, the District Court ruled on the motions. The District Court granted the Company's motion to dismiss the claims against it under Rule 10b-5, due to the insufficiency of the allegations against the Company. The District Court also granted the motion of the individual defendants, Bobby Yazdani and Terry Carlitz, the Company's Chief Executive Officer and Chairman of the Board and former Chief Financial Officer and a member of the Company's board of directors, to dismiss the claims against them under Rule 10b-5 and Section 20 of the Exchange Act. The motions to dismiss the claims under Section 11 of the Securities Act were denied as to virtually all of the defendants in the consolidated cases, including the Company.

In June 2003, a proposed collective partial settlement of this litigation was structured between the plaintiffs, the issuer defendants in the consolidated actions, the issuer officers and directors named as defendants, and the issuers' insurance companies. In June 2004, an agreement of partial settlement was submitted to the District Court for preliminary approval. The District Court granted the preliminary approval motion on February 15, 2005, subject to certain modifications. On August 31, 2005 the District Court issued a preliminary order further approving the modifications to the settlement and certifying the settlement classes. The District Court also appointed the notice administrator for the settlement and ordered that notice of the settlement be distributed to all settlement class members by January 15, 2006. The settlement fairness hearing occurred on April 24, 2006, and the court reserved decision at that time.

While the partial settlement was pending approval, the plaintiffs continued to litigate against the underwriter defendants. The District Court directed that the litigation proceed within a number of focus cases rather than in all of the 310 cases that have been consolidated. The Company's case is not one of these focus cases. On October 13, 2004, the District Court certified the focus cases as class actions. The underwriter defendants appealed that ruling, and on December 5, 2006, the Court of Appeals for the Second Circuit reversed the District Court's class certification decision. On April 6, 2007, the Second Circuit denied plaintiffs' petition for rehearing. In light of the Second Circuit opinion, counsel for the issuer defendants informed the District Court that this settlement could not be approved because the defined settlement class, like the litigation class, could not be certified. On June 25, 2007, the District Court entered an order terminating the settlement agreement. On August 14, 2007, the plaintiffs filed their second consolidated amended class action complaints against the focus cases and on September 27, 2007, again moved for class certification. On November 12, 2007, certain of the defendants in the focus cases moved to dismiss the second consolidated amended class action complaints. On March 26, 2008, the District Court denied the motions to dismiss except as to Section 11 claims raised by those plaintiffs who sold their securities for a price in excess of the initial offering price and those who purchased outside the previously certified class period. Briefing on the class certification motion was completed in May 2008.

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company intends to dispute these claims and defend the law suit vigorously. However, due to the inherent uncertainties of litigation, the Company cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome in litigation could materially and adversely affect the Company's business, financial condition and results of operations.

*Litigation Relating to Centra's Initial Public Offering*

Centra, certain of its former officers and directors and the managing underwriters of Centra's initial public offering were named as defendants in an action filed in the District Court. The plaintiffs filed an initial complaint on December 6, 2001 and purported to serve the Centra defendants on or about March 18, 2002. The original complaint has been superseded by an amended complaint filed in April 2002. The action, captioned in re Centra Software, Inc. Initial Public Offering Securities Litigation, No. 01 CV 10988, is purportedly brought on behalf of the class of persons who purchased Centra's common stock between February 3, 2000 and December 6, 2000. The complaint asserts claims under Sections 11 and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act. The complaint alleges that, in connection with Centra's initial public offering in February 2000, the underwriters received undisclosed commissions from certain investors in exchange for allocating shares to them and also agreed to allocate shares to certain customers in exchange for the agreement of those customers to purchase additional shares in the aftermarket at pre-determined prices. The complaint asserts that Centra's registration statement and prospectus for the offering were materially false and misleading due to their failure to disclose these alleged arrangements. The complaint seeks damages in an unspecified amount against Centra and the named individuals. Similar complaints have been filed against hundreds of other issuers that have had initial public offerings since 1998; the complaints have been consolidated into an action captioned in re Initial Public Offering Securities Litigation, No. 21 MC 92.

On July 1, 2002, the underwriter defendants in the consolidated actions moved to dismiss all the actions, including the action involving Centra. On July 15, 2002, Centra, along with other non-underwriter defendants in the coordinated cases, moved to dismiss the litigation. On October 9, 2002, the plaintiffs dismissed, without prejudice, the claims against the named Centra officers and directors in the above-referenced action. On February 19, 2003, the District Court issued an order denying the motion to dismiss the claims against Centra under Rule 10b-5. The motions to dismiss the claims under Section 11 of the Securities Act were denied as to virtually all of the defendants in the consolidated cases, including Centra.

In June 2003, a proposed collective partial settlement of this litigation was structured between the plaintiffs, the issuer defendants in the consolidated actions, the issuer officers and directors named as defendants, and the issuers' insurance companies. In June 2004, an agreement of settlement was submitted to the Court for preliminary approval. The District Court granted the preliminary approval motion on February 15, 2005, subject to certain modifications. On August 31, 2005 the District Court issued a preliminary order further approving the modifications to the settlement and certifying the settlement classes. The District Court also appointed the notice administrator for the settlement and ordered that notice of the settlement be distributed to all settlement class members by January 15, 2006. The settlement fairness hearing occurred on April 24, 2006, and the court reserved decision at that time.

While the partial settlement was pending approval, the plaintiffs continued to litigate against the underwriter defendants. The District Court directed that the litigation proceed within a number of "focus cases" rather than in all of the 310 cases that have been consolidated. The Company's case is not one of these focus cases. On October 13, 2004, the District Court certified the focus cases as class actions. The underwriter defendants appealed that ruling, and on December 5, 2006, the Court of Appeals for the Second Circuit reversed the District Court's class

certification decision. On April 6, 2007, the Second Circuit denied plaintiffs' petition for rehearing.

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**SABA SOFTWARE, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In light of the Second Circuit opinion, counsel for the issuer defendants informed the District Court that this settlement could not be approved because the defined settlement class, like the litigation class, could not be certified. On June 25, 2007, the District Court entered an order terminating the settlement agreement. On August 14, 2007, the plaintiffs filed their second consolidated amended class action complaints against the focus cases and on September 27, 2007, again moved for class certification. On November 12, 2007, certain of the defendants in the focus cases moved to dismiss the second consolidated amended class action complaints. On March 26, 2008, the District Court denied the motions to dismiss except as to Section 11 claims raised by those plaintiffs who sold their securities for a price in excess of the initial offering price and those who purchased outside the previously certified class period. Briefing on the class certification motion was completed in May 2008.

On December 28, 2007, the underwriter defendants moved to strike class allegations in 26 cases, including Centra's, in which the plaintiffs failed to identify proposed class representatives, and the issuer defendants joined in the motion. On May 13, 2008, the District Court granted the motion in part and struck the class allegations in eight cases in which the proposed class representative was not a member of the class. The District Court denied the motion with respect to the remaining 18 cases, including Centra's case. For those 18 cases, the plaintiffs must notify the defendants and the Court by August 22, 2008 of the identity of the putative class representatives and the basis of each putative representative's claim, and indicate whether the putative representatives are members of the proposed class. The defendants may renew their motion to strike class allegations if the plaintiffs fail to identify the putative class representatives within the allocated time or if the putative representatives are not members of the proposed class.

The Company, on behalf of Centra, intends to dispute these claims and defend the law suit vigorously. However, due to the inherent uncertainties of litigation, the Company cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome in litigation could materially and adversely affect the Company's business, financial condition and results of operations.

Two individuals in Colorado excluded themselves from the class action settlement and each filed individual actions in Colorado state court. These same individuals filed similar actions against other issuers and their officers. The actions asserted violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as well as common law fraud and intentional infliction of emotional distress. The complaints each sought compensation for a drop in stock price from the time of purchase to the time of sale and for alleged emotional distress. After litigation in the trial court and the court of appeals, the parties settled the matters for a nominal amount, and these matters were dismissed with prejudice on June 20, 2008.

The Company, on behalf of Centra intends to defend the law suit vigorously. However, due to the inherent uncertainties of litigation, the Company cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome of the litigation could materially and adversely affect the Company's business, financial condition and results of operations.

*Litigation Relating to Claim of Patent Infringement by Centra*

On August 19, 2003, a complaint was filed against Centra and two other defendants by EdiSync Systems, LLC, in the United States District Court for the District of Colorado (No. 03-D-1587 (OES)) (the Colorado District Court). The complaint alleges infringement of two patents for a

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remote multiple user editing system and method and seeks permanent injunctive relief against continuing infringement, compensatory damages in an unspecified amount, and interest, costs and expenses associated with the litigation. Centra has filed an answer to the complaint denying all of the allegations. No amount has been accrued related to this matter and legal costs

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**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

incurred in the defense of the matter are being expensed as incurred. Centra filed a request for reexamination of the patents at issue with the U.S. Patent and Trademark Office (the Patent Office). The Company's patent counsel is of the opinion that claims of the patents involved in the suit are invalid. The re-examination request was accepted by the Patent Office and the Colorado District Court has approved the parties' motion to stay the court proceedings during the re-examination proceedings. A reexamination certificate has issued for one of the patents that canceled all of the patent's claims, thus rendering that patent of no further force or effect. On July 17, 2008, the Patent Office issued an advisory action in the other reexamination proceeding confirming the rejection of all of the patent's original claims and allowing certain newly-added claims. The Company therefore expects that a reexamination certificate will issue in due course that will cancel all of the patent's original claims and indicate that only the newly-added claims are patentable. If that happens, the Company will be free from liability for past actions, as the newly-added claims would be enforceable only prospectively as of the issue date of the anticipated reexamination certificate. The Company believes that it has meritorious defenses with respect to any future claims and intends to vigorously defend this action. However, due to the inherent uncertainties of litigation, the Company cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome of the litigation could materially and adversely affect the Company's business, financial condition and results of operations.

*Litigation Relating to Claim of Patent Infringement by the Company*

On November 19, 2007, a complaint was filed against the Company and ten other defendants by Gemini IP, LLC, in the United States District Court for the Eastern District of Texas (No. 07-CV-521). The complaint alleges infringement of a patent directed to a method for processing client help requests using a computer network and seeks permanent injunctive relief against continuing infringement, compensatory damages in an unspecified amount, and interest, costs and expenses associated with the litigation. The Company has filed an answer to the complaint denying all of the allegations. At the Company's request, the United States Patent and Trademark Office (the Patent Office) has instituted reexamination proceedings against the asserted patent and the District Court has stayed the action pending the outcome of those proceedings. The Company believes that it has meritorious defenses with respect to the asserted patent and intends to vigorously defend this action. However, due to the inherent uncertainties of litigation, the Company cannot accurately predict the ultimate outcome of the litigation. An unfavorable outcome of the litigation could materially and adversely affect the Company's business, financial condition and results of operations.

*Other Litigation*

The Company is also party to various legal disputes and proceedings arising from the ordinary course of general business activities. While, in the opinion of management, resolution of these matters is not expected to have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows, the ultimate outcome of any litigation is uncertain. Were an unfavorable outcome to occur, the impact could be material to the Company.

**14. Restructuring**

During fiscal 2006, as part of the acquisition of Centra, management approved and initiated a plan to restructure and eliminate duplicative pre-merger activities and reduce the Company's cost structure (the Centra Restructuring). Total restructuring costs associated with exiting



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activities of Centra at January 31, 2006 were preliminarily estimated to be approximately \$2.0 million. During fiscal 2006, additional costs related to facilities were identified and accrued as of May 31, 2006. These costs were included as part of the Centra preliminary purchase price allocation. During the year ending May 31, 2007, management made certain additional

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

adjustments to the accrued Centra Restructuring, including an additional accrual for abandoned facilities related to a change in estimates used to calculate the accrual and settlement of employee termination benefits. The components of accrued restructuring charges and movements within these components through May 31, 2008 for the Centra Restructuring were as follows:

	<b>Workforce Reduction Charges</b>	<b>Facilities Related Charges (in thousands)</b>	<b>Total</b>
Accrual as of January 31, 2006	\$ 1,415	\$ 559	\$ 1,974
Additions		159	159
Deductions cash payments	(491)	(137)	(628)
Impact of exchange rates	3	12	15
Accrual as of May 31, 2006	927	593	1,520
Adjustments	(32)	312	280
Deductions cash payments	(803)	(553)	(1,356)
Impact of exchange rates		2	2
Accrual as of May 31, 2007	92	354	446
Adjustments	(9)		(9)
Deductions cash payments	(83)	(312)	(395)
Impact of exchange rates			
Accrual as of May 31, 2008	\$	\$ 42	\$ 42

During fiscal 2006, Saba implemented a restructuring program (the 2006 Restructuring ) to consolidate excess facilities as a result of its acquisitions of THINQ and Centra. The restructuring program was implemented under the provisions of SFAS No. 146.

During 2006, the facilities restructuring charge of \$358,000, which was recorded as part of the Company's general and administrative expense in the consolidated statement of operations, was based on the present value of the sum of non-cancelable lease costs, less estimates for future sublease income. In February 2007, the Company amended its remaining lease for these facilities and relinquished all rights in the excess facility. As no further payments were due related to this excess facility, the Company reduced its general and administrative expenses by the amount of the remaining portion of the restructuring accrual of \$211,000. During fiscal 2005, the Company reduced its facilities restructuring reserve for \$32,000 as a result of an amendment to a sub-tenant agreement. This adjustment was recorded as a reduction of general and administrative expense in fiscal 2006.

During fiscal 2004 and prior years, Saba implemented restructuring programs (the 2004 Restructuring ) to reduce expenses to align its operations and cost structure with market conditions. The restructuring programs during fiscal 2004 were implemented under the provisions of SFAS No. 146 while the restructuring programs during the prior years were implemented under EITF No. 94-3, *Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)*. The restructuring

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programs included the consolidation of excess facilities and worldwide workforce reductions across all functions. Workforce reduction charges consisted primarily of severance and fringe benefits.

**Table of Contents****SABA SOFTWARE, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of accrued restructuring charges and movements within these components through May 31, 2007 for the 2006 Restructuring and the 2004 Restructuring were as follows:

	<b>Workforce Reduction Charges</b>	<b>Facilities Related Charges (in thousands)</b>	<b>Total</b>
Accrual as of May 31, 2005	\$ 22	\$ 251	\$ 273
Charges		440	440
Deductions cash payments	(22)	(233)	(255)
Accrual as of May 31, 2006		458	458
Reduction of accrual		(211)	(211)
Deductions cash payments		(247)	(247)
Accrual as of May 31, 2007	\$	\$	\$

**15. Related Party Transactions**

During fiscal 2008, Saba licensed its software and sold related support and services to Varian Medical Systems, Inc. (Varian), Masimo Corporation (Masimo) and Duck Creek Technologies, Inc. (Duck Creek) in the aggregate amounts of \$291,000, \$102,000, and \$32,000 respectively. At May 31, 2008, Saba's accounts receivable included \$29,000 due from Masimo, \$20,000 due from Varian and \$1,600 due from Duck Creek. The Executive Vice President of Varian, the Chairman and Chief Executive Officer of Masimo and a member of Duck Creek Boards of Directors serve as directors on Saba's Board of Directors.

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**ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A: CONTROLS AND PROCEDURES**

(a) *Evaluation of disclosure controls and procedures.*

Saba Software maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's (SEC's) rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of May 31, 2008 to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

(b) *Changes in internal control over financial reporting.*

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There were no changes in our internal control over financial reporting during our fiscal fourth quarter ended May 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

(c) *Management's report on internal control over financial reporting.*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for Saba. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Saba's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Saba; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures

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are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

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Saba's management assessed the effectiveness of our internal control over financial reporting as of May 31, 2008, utilizing the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) in Internal Control-Integrated Framework. Based on the assessment by our management, we determined that Saba's internal control over financial reporting was effective as of May 31, 2008. The management's assessment of the effectiveness of Saba's internal control over financial reporting as of May 31, 2008 has been audited by Ernst and Young LLP, our independent registered public accounting firm, as stated in their report which appears on page 49 of this Annual Report on Form 10-K.

/s/ BOBBY YAZDANI

**Bobby Yazdani**

Chief Executive Office and Chairman of  
the Board (Principal Executive  
Officer)

August 12, 2008

/s/ CAROL RICE-MURPHY

**Carol Rice-Murphy**

Interim Chief Financial Officer  
(Principal Financial and Accounting Officer)

August 12, 2008

**ITEM 9B: OTHER INFORMATION**

None.

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**PART III**

**ITEM 10: DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item is incorporated by reference to the sections entitled Election of Directors, Management and Section 16(a) Beneficial Ownership Reporting Compliance in the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on November 14, 2008.

We have adopted a code of ethics that is designed to qualify as a code of ethics within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. This code of ethics is available on our website at [www.saba.com](http://www.saba.com). To the extent required by law, any amendments to, or waivers from, any provision of the code of ethics will be promptly disclosed to the public. To the extent permitted by such legal requirements, we intend to make such public disclosure by posting the relative material on our website in accordance with SEC rules.

**ITEM 11: EXECUTIVE COMPENSATION**

The information required by this item is incorporated by reference to the sections entitled Executive Compensation and Related Information and Election of Directors in the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on November 14, 2008.

**ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item is incorporated by reference to the sections entitled Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information in the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on November 14, 2008.

**ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated by reference to the section entitled Certain Relationships and Related Transactions and Election of Directors in the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on November 14, 2008.

**ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES**



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The information required by this item is incorporated by reference to the section entitled "Ratification of Appointment of Independent Auditors" in the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on November 14, 2008.

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**PART IV**

**ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements

	<b>Page</b>
<u>Reports of Independent Registered Public Accounting Firm</u>	48
<u>Consolidated Balance Sheets</u>	50
<u>Consolidated Statements of Operations</u>	51
<u>Consolidated Statements of Stockholders' Equity</u>	52
<u>Consolidated Statements of Cash Flows</u>	53
<u>Notes to Consolidated Financial Statements</u>	54

2. Financial Statement Schedules

All schedules have been omitted as they are either not required or not applicable, or the required information is included in the consolidated financial statements or notes thereto.

3. Index to Exhibits

See Index to Exhibits on page 84.

Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SABA SOFTWARE, INC.

By: /s/ BOBBY YAZDANI  
 Bobby Yazdani  
*Chief Executive Officer and  
 Chairman of the Board*

Dated: August 12, 2008

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Bobby Yazdani and Carol Rice-Murphy as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BOBBY YAZDANI  <b>Bobby Yazdani</b>	Chief Executive Office and Chairman of the Board (Principal Executive Officer)	August 12, 2008
/s/ CAROL RICE-MURPHY  <b>Carol Rice-Murphy</b>	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	August 12, 2008
/s/ GEORGE DE URIOSTE  <b>George de Urioste</b>	Director	August 12, 2008

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/s/ JOE E. KIANI

Director

August 12, 2008

**Joe E. Kiani**

/s/ LAWRENCE D. LENIHAN, JR.

Director

August 12, 2008

**Lawrence D. Lenihan, Jr.**

/s/ DOW R. WILSON

Director

August 14, 2008

**Dow R. Wilson**

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Document</b>
2.1 <sup>(1)</sup>	Agreement and Plan of Merger by and among the Company, Storm Holding Corporation, a Delaware corporation that is a wholly-owned subsidiary of the Company ( Holding ), Storm Acquisition Corporation, a Delaware corporation that is a wholly-owned subsidiary of Holding (the Subsidiary ), THINQ Learning Solutions, Inc, a Delaware corporation and an unaffiliated entity ( THINQ ), and Daniel H. Bathon, Jr. as representative of the stockholders of THINQ.
2.2 <sup>(9)</sup>	Agreement and Plan of Reorganization, dated October 5, 2005, by and among the Company, Spruce Acquisition Corporation, a Delaware corporation ( Merger Sub 1 ), Spruce Acquisition, LLC, a Delaware limited liability company ( Merger Sub 2 ) and Centra Software, Inc., a Delaware corporation ( Centra ).
3.1 <sup>(2)</sup>	Amended and Restated Certificate of Incorporation of the Company effective as of April 12, 2000.
3.2 <sup>(3)</sup>	Amendment to Amended and Restated Certificate of Incorporation of the Company effective as of May 12, 2003.
3.3 <sup>(4)</sup>	Amendment to Amended and Restated Certificate of Incorporation of the Company effective as of November 19, 2004.
3.4 <sup>(5)</sup>	Amended and Restated Bylaws of the Company effective as of August 10, 2004.
3.5 <sup>(6)</sup>	Amendment to Amended and Restated Bylaws of the Company effective as of November 27, 2007.
4.1	Reference is made to Exhibits 3.1, 3.2, 3.3 and 3.4.
10.1 <sup>(7)</sup>	Form of Indemnification Agreement between the Company and each of its officers and directors.
*10.2 <sup>(7)</sup>	1997 Stock Incentive Plan.
*10.3 <sup>(7)</sup>	Form of 2000 Stock Incentive Plan.
*10.4 <sup>(7)</sup>	Form of 2000 Employee Stock Purchase Plan.
*10.5 <sup>(8)</sup>	Form of Notice of Option Grant for Certain Executive Officers.
10.6 <sup>(7)</sup>	Lease Agreement dated March 16, 1999 between the Company and Westport Joint Venture for the Company s Redwood Shores, California headquarters.
10.7 <sup>(8)</sup>	Credit Agreement dated January 31, 2006 between Silicon Valley Bank and the Company.
10.10 <sup>(10)</sup>	Purchase Agreement dated as of August 9, 2004, by and between the Company and the selling security holders named therein.
10.11 <sup>(10)</sup>	Registration Rights Agreement dated as of August 9, 2004, by and between the Company and the selling security holders pursuant to this registration statement.
10.12 <sup>(10)</sup>	Form of Warrant.
*10.13 <sup>(11)</sup>	Summary of Director Compensation.
*10.14 <sup>(8)</sup>	Employment agreement, effective February 1, 2006, by and between the Company and Bobby Yazdani.
*10.15 <sup>(8)</sup>	Employment agreement, effective February 1, 2006, by and between the Company and Peter E. Williams III.
*10.16 <sup>(12)</sup>	Letter Agreement, dated September 1, 2005, by and between the Company and Mark D. Frost.
*10.17 <sup>(13)</sup>	Employment agreement, effective July 9, 2007, by and between the Company and Michael J. Martini.
*10.18 <sup>(14)</sup>	Letter Agreement, dated July 6, 2007, by and between the Company and Mark D. Frost.

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<b>Exhibit Number</b>	<b>Document</b>
*10.19 <sup>(15)</sup>	Amendment to employment agreement, dated July 12, 2007, by and between the Company and Peter E. Williams III.
10.20 <sup>(16)</sup>	Executive Officers Incentive Plan
21.1	List of Subsidiaries of the Company.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney. (See page 83.)
31.1	Certification of Bobby Yazdani, Chief Executive Officer and Chairman of the Board, pursuant to  Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Carol Rice-Murphy, Interim Chief Financial Officer, pursuant to Section 302 of  the Sarbanes-Oxley Act of 2002.
32.1	Certification of Bobby Yazdani, Chief Executive Officer and Chairman of the Board, pursuant to  Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Carol Rice-Murphy, Interim Chief Financial Officer, pursuant to Section 906 of  the Sarbanes-Oxley Act of 2002.

- (1) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended April 14, 2005.
- (2) Incorporated by reference to Exhibit 3.2 previously filed with the Company's Registration Statement on Form S-1 (Registration No. 333-95761).
- (3) Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended November 30, 2003.
- (4) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended November 30, 2004.
- (5) Incorporated by reference is the Company's Annual Report on Form 10-K for the year ended May 31, 2004.
- (6) Incorporated by reference to the Company's Current Report on Form 8-K filed November 8, 2007.
- (7) Incorporated by reference to the same number exhibit previously filed with the Company's Registration Statement on Form S-1 (Registration No. 333-95761).
- (8) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed April 14, 2006.
- (9) Incorporated by reference to the Company's Current Report on Form 8-K filed October 6, 2005.
- (10) Incorporated by reference to the Company's Current Report on Form 8-K filed August 11, 2004.

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- (11) Incorporated by reference to the Company's Current Report on Form 8-K filed April 3, 2006.
  - (12) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed October 17, 2005.
  - (13) Incorporated by reference is the Company's Annual Report on Form 10-K for the year ended May 31, 2007.
  - (14) Incorporated by reference is the Company's Annual Report on Form 10-K for the year ended May 31, 2007.
  - (15) Incorporated by reference is the Company's Annual Report on Form 10-K for the year ended May 31, 2007.
  - (16) Incorporated by reference to the Company's Current Report on Form 8-K filed September 28, 2007.
- \* Management contracts or compensatory plans or arrangements.