

MCDONALD JOHN T  
Form 4  
December 13, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCDONALD JOHN T

2. Issuer Name and Ticker or Trading Symbol  
Upland Software, Inc. [UPLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
401 CONGRESS AVE., STE 1850  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

AUSTIN, TX 78701

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/11/2017		S <sup>(1)</sup>		28,654	D	\$ 22.3919
							(2)
Common Stock	12/12/2017		S <sup>(1)</sup>		26,782	D	\$ 21.9176
							(3)
Common Stock	12/13/2017		S <sup>(1)</sup>		12,064	D	\$ 21.7128
							(4)
							(5)

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



## Edgar Filing: MCDONALD JOHN T - Form 4

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.30 to \$22.04, inclusive. The reporting person undertakes to provide to Upland Software, Inc., any security holder of Upland Software, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (4)
- (5) Excludes 243,738 shares held indirectly by MLFPF&S as Cust. FBO J.McDonald IRA for a total of 2,065,956 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.