

SABA SOFTWARE INC
Form 4
October 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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 *
Emancipation Management LLC

(Last) (First) (Middle)

825 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SABA SOFTWARE INC [SABA]

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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. 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) |
|--|--------------------------------------|--|--------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.001 par value ("Common Stock") | 10/22/2014 | | P | 40,560 A \$ 13.18 | 3,366,030 | I | See footnotes (1) (2) |
| Common Stock | 10/23/2014 | | P | 40,000 A \$ 13.4 | 3,406,030 | I | See footnotes (1) (2) |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Emancipation Management LLC 825 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022 | | X | | |
| Emancipation Capital, LLC 825 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022 | | X | | |
| Emancipation Capital 825 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022 | | X | | |
| Emancipation Capital SPV III LLC 825 THIRD AVENUE NEW YORK, NY 10022 | | X | | |
| Frumberg Charles 825 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|--|------------|
| EMANCIPATION MANAGEMENT LLC, By: /s/ Charles Frumberg, Managing Member | 10/24/2014 |
| __Signature of Reporting Person | Date |
| EMANCIPATION CAPITAL LLC, By: /s/ Charles Frumberg, Managing Member | 10/24/2014 |
| __Signature of Reporting Person | Date |
| EMANCIPATION CAPITAL MASTER, LTD., By: /s/ Charles Frumberg, Director | 10/24/2014 |
| __Signature of Reporting Person | Date |
| EMANCIPATION CAPITAL SPV III LLC, By: Emancipation Capital LLC, Managing Member, By: /s/ Charles Frumberg, Managing Member | 10/24/2014 |
| __Signature of Reporting Person | Date |
| /s/ Charles Frumberg | 10/24/2014 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The securities reported herein are held by (i) Emancipation Capital Master, Ltd., a Cayman Islands exempted company ("Emancipation Master Ltd."), (ii) Emancipation Capital SPV III LLC, a Delaware limited liability company ("Emancipation Capital SPV") and (iii) a certain account managed by Emancipation Management (as defined below) (the "Managed Account").

Mr. Charles Frumberg ("Mr. Frumberg") serves as the managing member of Emancipation Management LLC, a New York limited liability company ("Emancipation Management"), and Emancipation Capital LLC, a Delaware limited liability company ("Emancipation Capital LLC"). Emancipation Management serves as the investment manager of Emancipation Master Ltd., Emancipation Capital SPV and the Managed Account. Emancipation Capital LLC serves as the managing member of Emancipation Capital SPV. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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