

SABA SOFTWARE INC

Form 4

February 12, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ARDSLEY ADVISORY  
PARTNERS

(Last) (First) (Middle)

262 HARBOR DRIVE, 4TH  
FLOOR,

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

SABA SOFTWARE INC [(SABA)]

3. Date of Earliest Transaction

(Month/Day/Year)

02/11/2015

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. 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  | (A) or (D)      | Price     |                                                                                               |                                                          |                                                       |
| Common Stock, \$0.001 par value ("Common Stock") | 02/11/2015                           |                                                    | S                              |                                                                   | 450,000 | <u>D</u><br>(1) | \$ 8.8844 | 2,744,984                                                                                     | I                                                        | See FN<br><u>(2)</u> <u>(3)</u>                       |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                               | Director      | 10% Owner | Officer | Other |
| ARDSLEY ADVISORY PARTNERS<br>262 HARBOR DRIVE, 4TH FLOOR<br>STAMFORD, CT 06902                                |               | X         |         |       |
| Ardsley Partners Fund II, L.P.<br>262 HARBOR DRIVE<br>STAMFORD, CT 06902                                      |               | X         |         |       |
| Ardsley Partners Institutional Fund, L.P.<br>262 HARBOR DRIVE<br>C/O ARDSLEY PARTNERS I<br>STAMFORD, CT 06902 |               | X         |         |       |
| Ardsley Partners Renewable Energy Fund, L.P.<br>262 HARBOR DRIVE<br>STAMFORD, CT 06902                        |               | X         |         |       |
| ARDSLEY PARTNERS I<br>262 HARBOR DRIVE, 4TH FLOOR<br>STAMFORD, CT 06902                                       |               | X         |         |       |
| Ardsley Partners US Equity UCITS Fund<br>262 HARBOR DRIVE<br>STAMFORD, CT 06902                               |               | X         |         |       |
| HEMPLEMAN PHILIP J<br>262 HARBOR DRIVE<br>STAMFORD, CT 06902                                                  |               | X         |         |       |

## Signatures

ARDSLEY ADVISORY PARTNERS, By: /s/ Steven Napoli,  
Partner

02/12/2015

\_\_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).

Common Stock sold by Ardsley Partners Fund II, L.P., a Delaware limited partnership ("APII"), Ardsley Partners US Equity UCITS  
(1) Fund, an Irish UCITS plc ("Ardsley US Equity") and Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership ("Ardsley Institutional").

The shares reported in Column 5 of this Table I are held directly by Ardsley US Equity, APII, Ardsley Institutional, Ardsley Partners Renewable Energy Fund, L.P. a Delaware limited partnership ("Ardsley Energy"), and certain accounts (the "Accounts") managed directly by Philip J. Hempleman ("Mr. Hempleman"). Ardsley Advisory Partners, a New York general partnership ("Ardsley"), serves as investment adviser to APII, Ardsley Institutional and Ardsley Energy and has investment discretion over the securities held by each.  
(2) Ardsley Partners I, a New York general partnership ("Ardsley Partners"), serves as the general partner of APII, Ardsley Institutional and Ardsley Energy along with Mr. Hempleman, and has investment discretion over the securities held by each.

In addition to being the general partner of APII, Ardsley Institutional and Ardsley Energy, Mr. Hempleman is the Managing Partner of Ardsley and Ardsley Partners, and in such capacity has investment discretion with respect to the securities held or managed by each of them as well as the securities held by the Accounts. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its or his own actual pecuniary interest therein.  
(3)

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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