

SABA SOFTWARE INC

Form 4

January 06, 2014

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
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(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)

01/03/2014

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. 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")	01/03/2014		S		50,000	<u>D</u> <u>(1)</u>	\$ 12.4	3,260,162	I	See FN <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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
ARDSLEY ADVISORY PARTNERS 262 HARBOR DRIVE, 4TH FLOOR STAMFORD, CT 06902		X		
Ardsley Partners Fund II, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902		X		
Ardsley Partners Institutional Fund, L.P. 262 HARBOR DRIVE C/O ARDSLEY PARTNERS I STAMFORD, CT 06902		X		
Ardsley Partners Renewable Energy Fund, L.P. 262 HARBOR DRIVE STAMFORD, CT 06902		X		
ARDSLEY PARTNERS I 262 HARBOR DRIVE, 4TH FLOOR STAMFORD, CT 06902		X		
HEMPLEMAN PHILIP J 262 HARBOR DRIVE, 4TH FLOOR STAMFORD, CT 06902		X		

Signatures

/s/ Steven Napoli,
Partner 01/06/2014

____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).

- (1) Common Stock sold by Ardsley Partners Fund II, L.P. a Delaware limited partnership ("APII") 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 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.

- (2) 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. Ardsley Partners I, a New York general partnership ("Ardsley Partners") serves as the general partner of APII, Ardsley Institutional and Renewable Energy along with Mr. Hempleman, and has investment discretion over the securities held by each.

- (3) In addition to being the general partner of APII, Ardsley Institutional and Renewable 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 disclaim beneficial ownership of the securities reported herein except to the extent of its or their own actual 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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