

SERENA SOFTWARE INC
Form 4
March 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
WOODWARD MARK

(Last) (First) (Middle)

2755 CAMPUS DRIVE, 3RD FLOOR

(Street)

SAN MATEO, CA 94403-2538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	03/10/2006		M ⁽¹⁾		73,700	A	\$ 22.52 <u>(1)</u>
Common Stock	03/10/2006		F ⁽¹⁾		69,156	D	\$ 24 <u>(1)</u>
Common Stock	03/10/2006		J		126,000 <u>(2)</u>	D	<u>(2)</u> 194,723
Common Stock	03/10/2006		D		194,723 <u>(3)</u>	D	\$ 24 0

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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 22.52	03/10/2006		M	73,700 (1)	(4) 02/24/2015	Common Stock 73,700 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODWARD MARK 2755 CAMPUS DRIVE, 3RD FLOOR SAN MATEO, CA 94403-2538	X		President and CEO	

Signatures

MARK E.
WOODWARD 03/16/2006

**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) Immediately prior to the merger of Spyglass Merger Corp. with and into the Issuer, the Reporting Person exercised on a "cashless basis" an option to buy 73,700 shares of the Issuer's common stock for \$22.52 per share. In connection with this cashless exercise, the exercise price for the exercise of such option was satisfied by the delivery to the Issuer of 69,156 shares of the Issuer's common stock in satisfaction of the exercise price.
- (2) Immediately prior to the merger of Spyglass Merger Corp. with and into the Issuer, such shares of the Issuer's common stock were contributed to Spyglass Merger Corp. in exchange for 604,800 shares of common stock of Spyglass Merger Corp. In connection with the merger of Spyglass Merger Corp. with and into the Issuer, each share of Spyglass common stock was converted into one share of the common stock of the surviving corporation of the merger, which was Serena Software, Inc.
- (3)

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In connection with the merger of Spyglass Merger Corp. with and into the Issuer, shares of the Issuer's common stock were converted into the right to receive \$24.00 per share, without interest.

- Prior to 3/10/06, such option would become vested and exercisable with respect to 1/4 of the shares underlying such option on 2/24/06 and the remaining shares underlying such option would become vested and exercisable in equal installments on each one-month anniversary of 2/24/06 until 2/24/09, at which time such option would be fully vested and exercisable. Immediately prior to the effective time of the merger of Spyglass Merger Corp. with and into the Issuer, the option became fully vested and exercisable with respect to all shares underlying such option that were not previously vested and exercisable.

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. ER-RIGHT:1px solid #000000; BORDER-BOTTOM:1px solid #000000; padding-right:8px">

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,486,617 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.1%

12

TYPE OF REPORTING PERSON (See Instructions)

PN

13G/A

CUSIP No. 55405Y100

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1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Martin J. Mannion

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 7,486,617 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 7,486,617 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,486,617 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

Explanation of Responses:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.1%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

13G/A

CUSIP No. 55405Y100

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1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Peter Y. Chung

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 7,486,617 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 7,486,617 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,486,617 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

Explanation of Responses:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.1%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

13G/A

CUSIP No. 55405Y100

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Item 1(a) Name of Issuer:

M/A-COM Technology Solutions Holdings, Inc. (the Issuer)

Item 1(b) Address of Issuer's Principal Executive Offices:

100 Chelmsford Street, Lowell, Massachusetts 01851

Item 2(a) Name of Person Filing:

This Schedule 13G is being filed by Summit Partners, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Master Company, LLC, Summit Investors Management, LLC, Summit Investors I, LLC, Summit Investors I (UK), L.P. (individually, an Entity and collectively, the Entities), Martin J. Mannion and Peter Y. Chung.

Summit Partners, L.P. is the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners PE VII, L.P., which is the general partner of each of Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P. Summit Master Company, LLC is the managing member of Summit Investors Management, LLC, which is the manager of Summit Investors I, LLC, and the general partner of Summit Investors I (UK), L.P. Summit Master Company, LLC, as the managing member of Summit Investors Management, LLC, has delegated investment decisions, including voting and dispositive power, to Summit Partners, L.P. and its Investment Committee responsible for voting and investment decisions with respect to the Issuer. Summit Partners, L.P., through a two-person Investment Committee responsible for voting and investment decisions with respect to the Issuer currently composed of Martin J. Mannion and Peter Y. Chung, has voting and dispositive authority over the shares beneficially owned by each of the Entities.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Summit Partners, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Master Company, LLC, Summit Investors Management, LLC, Summit Investors I, LLC, Summit Investors I (UK), L.P., Martin J. Mannion and Peter Y. Chung is c/o Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116.

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Item 2(c) Citizenship:

Each of Summit Partners, L.P., Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P. is a limited partnership organized under the laws of the State of Delaware. Each of Summit Partners PE VII, LLC, Summit Master Company, LLC, Summit Investors Management, LLC and Summit Investors I, LLC is a limited liability company organized under the laws of the State of Delaware. Summit Investors I (UK), L.P. is a Cayman Islands exempted limited partnership. Each of Martin J. Mannion and Peter Y. Chung is a United States citizen.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (the Common Stock)

Item 2(e) CUSIP Number:

55405Y100

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not applicable.

Item 4 Ownership:(a) *Amount beneficially owned:*

As of December 31, 2015, Summit Partners Private Equity Fund VII-A, L.P. was the record owner of 3,867,622 shares of Common Stock and 792,454 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2015. As of December 31,

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2015, Summit Partners Private Equity Fund VII-B, L.P. was the record owner of 2,322,956 shares of Common Stock and 475,960 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2015. As of December 31, 2015, Summit Investors I, LLC was the record owner of 10,328 shares of Common Stock and 2,116 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2015. As of December 31, 2015, Summit Investors I (UK), L.P. was the record owner of 729 shares of Common Stock and 149 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2015.

Amounts beneficially owned by the Entities and Messrs. Mannion and Chung also include 11,164 shares of Common Stock issued, and 3,139 shares of Common Stock issuable within 60 days of December 31, 2015, upon the vesting and settlement of restricted stock units granted to Mr. Chung. Mr. Chung received such restricted stock units as part of director compensation and holds the Common Stock and the restricted stock units for the benefit of Summit Partners, L.P., which determines when the shares will be sold and is entitled to the proceeds of any such sales.

By virtue of the affiliate relationships among the Entities and by virtue of Messrs. Mannion's and Chung's membership on the two-person Investment Committee of Summit Partners, L.P. responsible for voting and investment decisions with respect to the Issuer, each of the Entities and each of Messrs. Mannion and Chung may be deemed to own beneficially all of the 7,486,617 shares of Common Stock as of December 31, 2015.

(b) *Percent of class:*

Summit Partners, L.P.: 14.1%

Summit Partners PE VII, LLC: 14.1%

Summit Partners PE VII, L.P.: 14.1%

Summit Partners Private Equity Fund VII-A, L.P.: 14.1%

Summit Partners Private Equity Fund VII-B, L.P.: 14.1%

Summit Master Company, LLC: 14.1%

Summit Investors Management, LLC: 14.1%

Summit Investors I, LLC: 14.1%

Summit Investors I (UK), L.P.: 14.1%

Martin J. Mannion: 14.1%

Peter Y. Chung: 14.1%

The foregoing percentages are calculated using the 53,096,965 shares of Common Stock outstanding as disclosed in the Issuer's quarterly report on Form 10-Q for the quarter ended January 1, 2016 filed with the Securities and Exchange Commission (the Commission) on January 27, 2016, and assumes that 1,270,679 shares of Common Stock underlying warrants and 3,139 shares of Common Stock underlying restricted stock units, are outstanding.

CUSIP No. 55405Y100

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(c) *Number of shares as to which such person has:*

(i) sole power to vote or to direct the vote:

0 shares for each reporting person

(ii) shared power to vote or to direct the vote:

Summit Partners, L.P.: 7,486,617

Summit Partners PE VII, LLC: 7,486,617

Summit Partners PE VII, L.P.: 7,486,617

Summit Partners Private Equity Fund VII-A, L.P.: 7,486,617

Summit Partners Private Equity Fund VII-B, L.P.: 7,486,617

Summit Master Company, LLC: 7,486,617

Summit Investors Management, LLC: 7,486,617

Summit Investors I, LLC: 7,486,617

Summit Investors I (UK), L.P.: 7,486,617

Martin J. Mannion: 7,486,617

Peter Y. Chung: 7,486,617

(iii) sole power to dispose or to direct the disposition of:

0 shares for each reporting person

(iv) shared power to dispose or to direct the disposition of:

Summit Partners, L.P.: 7,486,617

Summit Partners PE VII, LLC: 7,486,617

Summit Partners PE VII, L.P.: 7,486,617

Summit Partners Private Equity Fund VII-A, L.P.: 7,486,617

Summit Partners Private Equity Fund VII-B, L.P.: 7,486,617

Summit Master Company, LLC: 7,486,617

Summit Investors Management, LLC: 7,486,617

Explanation of Responses:

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Summit Investors I, LLC: 7,486,617

Summit Investors I (UK), L.P.: 7,486,617

Martin J. Mannion: 7,486,617

Peter Y. Chung: 7,486,617

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

13G/A

CUSIP No. 55405Y100

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Item 8 **Identification and Classification of Members of the Group:**

Not Applicable. The reporting persons expressly disclaim membership in a group as used in Section 13d-1(b)(1)(ii)(K).

Item 9 **Notice of Dissolution of Group:**

Not Applicable.

Item 10 **Certification:**

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 5, 2016.

SUMMIT PARTNERS, L.P.

By: Summit Master Company, LLC,

its general partner

By: *
Member

SUMMIT PARTNERS PE VII, LLC

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: *
Member

SUMMIT PARTNERS PE VII, L.P.

By: Summit Partners PE VII, LLC,

its general partner

By: Summit Partners, L.P., its managing member

By: Summit Master Company, LLC, its general partner

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-A, L.P.

By: Summit Partners PE VII, L.P., its

general partner

By: Summit Partners PE VII, LLC,

its general partner

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: *
Member

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-B, L.P.

By: Summit Partners PE VII, L.P., its

general partner

By: Summit Partners PE VII, LLC, its

general partner

SUMMIT INVESTORS

MANAGEMENT, LLC

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

Explanation of Responses:

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By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: *
Member

By: *
Member

SUMMIT MASTER COMPANY, LLC

By: *
Member

SUMMIT INVESTORS I, LLC

By: Summit Investors Management,
LLC, its manager

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

By: Martin J. Mannion *

SUMMIT INVESTORS I (UK), L.P.

By: Summit Investors Management,
LLC, its manager

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

By: Peter Y. Chung *

* By: /s/ Robin W. Devereux
Robin W. Devereux

Power of Attorney**

** Pursuant to the Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are filed as Exhibit 2 to the report on Schedule 13G filed by the reporting persons on February 12, 2013 for the year ended December 31, 2012.

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of M/A-COM Technology Solutions Holdings, Inc.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 5th day of February 2016.

SUMMIT PARTNERS, L.P.

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS PE VII, L.P.

By: Summit Partners PE VII, LLC,
its general partner
By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS PE VII, LLC

By: Summit Partners, L.P.,
its managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-A, L.P.
By: Summit Partners PE VII, L.P., its
general partner

By: Summit Partners PE VII, LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: *
Member

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-B, L.P.

By: Summit Partners PE VII, L.P., its
general partner

By: Summit Partners PE VII, LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT MASTER COMPANY, LLC

By: Member *

SUMMIT INVESTORS

MANAGEMENT, LLC

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT INVESTORS I, LLC

By: Summit Investors Management,
LLC, its manager

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT INVESTORS I (UK),

L.P.

By: Summit Investors Management,
LLC, its manager

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

Explanation of Responses:

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By:
Member

*

By:
Martin J. Mannion

*

By:
Peter Y. Chung

*

* By: /s/ Robin W. Devereux
Robin W. Devereux

Power of Attorney**

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