

SABA SOFTWARE INC  
Form 8-K  
September 24, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 22, 2009**

**Saba Software, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34372**  
(Commission File Number)

**94-3267638**  
(IRS Employer  
Identification No.)

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**2400 Bridge Parkway, Redwood Shores, California**  
(Address of Principal Executive Offices)

**94065-1166**  
(Zip Code)

**Registrant's telephone number, including area code (650) 581-2500**

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 22, 2009, the board of directors of Saba Software, Inc. (the Company) appointed Mr. William N. MacGowan to the board of directors as a Class III director, and to the compensation committee and the corporate governance and nominating committee of the board of directors, with such appointments effective as of September 22, 2009.

In connection with his appointment, Mr. MacGowan was granted an option to purchase 20,000 shares of the Company's common stock at an exercise price of \$4.22 per share and became eligible to receive an annual retainer of \$30,000 for serving on the board of directors. Mr. MacGowan also became eligible to receive a committee retainer, per meeting fees and annual option grants, each in connection with the Company's director compensation policies as described further in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 26, 2008. The vesting and other terms of the option grants are in accordance with the policies set forth in the Company's proxy statement.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 22, 2009, the board of directors amended the Company's bylaws to increase the size of the Board from six to seven. The Company's amended and restated bylaws are filed herewith as Exhibit 3.1.

**Item 7.01. Regulation FD Disclosure.**

On September 23, 2009, the Company issued a press release announcing the appointment of Mr. MacGowan to the Company's board of directors and the compensation committee and the corporate governance and nominating committee of the board of directors. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibits are attached to this Current Report on Form 8-K:

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                 |
|---------------------------|----------------------------------------------------|
| 3.1                       | Amended and Restated Bylaws of Saba Software, Inc. |
| 99.1                      | Press Release dated September 23, 2009             |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Saba Software, Inc.

(Registrant)

Date: September 24, 2009

/s/ William Slater  
(Signature)

William Slater  
Chief Financial Officer

**EXHIBIT INDEX**

- 3.1 Amended and Restated Bylaws of Saba Software, Inc.
- 99.1 Press Release dated September 23, 2009