

SERENA SOFTWARE INC  
Form 8-K  
December 07, 2012

**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): December 3, 2012

**Serena Software, Inc.**

(Exact Name of Registrant as Specified in Charter)

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

**000-25285**  
(Commission  
File Number)

**94-2669809**  
(I.R.S. Employer  
Identification No.)

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1850 Gateway Drive, 4<sup>th</sup> Floor

San Mateo, California  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (650) 481-3400

94404  
(Zip Code)

(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 1.01 Entry into a Material Definitive Agreement.**

On December 3, 2012, the board of directors ( Board ) of Serena Software, Inc. ( Serena ) amended Serena s compensation program for independent directors of the Board to increase the annual retainer fee to \$50,000. In addition, the Board approved awarding 10,000 restricted stock units to each independent director on an annual basis pursuant to Serena s Amended and Restated 2006 Stock Incentive Plan. The restricted stock units will vest in full on the third anniversary of the date of award.

**SIGNATURE**

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.

SERENA SOFTWARE, INC.

By: /s/ Edward Malysz  
Name: Edward F. Malysz  
Title: Senior Vice President,  
General Counsel

Date: December 7, 2012