

SERENA SOFTWARE INC
Form 10-Q
November 27, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED October 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NO. 000-25285

SERENA SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)
1850 GATEWAY DRIVE, SAN MATEO, CALIFORNIA 94404-4060
(Address of principal executive offices, including zip code)
650-481-3400
(Registrant's telephone number, including area code)

94-2669809
(I.R.S. Employer

Identification No.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 31, 2013, 99,193,365 shares of the registrant's common stock, \$0.01 par value per share, were outstanding.

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Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****SERENA SOFTWARE, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except par values)**

(Unaudited)

	October 31, 2013	January 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 99,354	\$ 97,315
Accounts receivable, net of allowance of \$1,318 and \$1,094 at October 31, 2013 and January 31, 2013, respectively	13,613	16,113
Deferred tax assets, net	5,975	5,730
Prepaid expenses and other current assets	7,641	9,405
Total current assets	126,583	128,563
Property and equipment, net	2,818	4,314
Intangible assets, net	16,991	45,661
Goodwill	462,400	462,400
Deferred tax assets, net	2,524	
Other long-term assets	3,242	5,089
TOTAL ASSETS	\$ 614,558	\$ 646,027
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 1,516	\$ 2,330
Accrued expenses	16,433	17,507
Accrued interest payable	1,746	4,614
Deferred revenue	50,954	67,056
Total current liabilities	70,649	91,507
Long-term debt	410,042	410,042
Long-term deferred revenue	6,439	9,026
Deferred tax liabilities, net		9,326
Other long-term liabilities	7,102	4,563
Total liabilities	494,232	524,464

Commitments and contingencies

Stockholders' equity:

Preferred stock, \$0.01 par value; 10,000,000 shares authorized; none issued and outstanding

Series A Preferred stock, \$0.01 par value; 1 share authorized, issued and outstanding at October 31, 2013 and January 31, 2013, respectively

Common stock, \$0.01 par value; 200,000,000 shares authorized; 99,193,365 and 99,084,473 shares issued and outstanding at October 31, 2013 and January 31, 2013, respectively

	992	991
Additional paid-in capital	519,826	516,986
Accumulated other comprehensive loss	(2,153)	(1,809)
Accumulated deficit	(398,339)	(394,605)

Total stockholders' equity	120,326	121,563
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TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 614,558	\$ 646,027
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See accompanying notes to condensed consolidated financial statements.

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SERENA SOFTWARE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

For the Three and Nine Months Ended October 31, 2013 and 2012

(In thousands)

(Unaudited)

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2013	2012	2013	2012
Revenue:				
Software licenses	\$ 7,822	\$ 13,419	\$ 20,925	\$ 32,938
Maintenance	33,961	34,307	100,637	103,244
Professional services	4,328	5,438	13,415	17,349
Total revenue	46,111	53,164	134,977	153,531
Cost of revenue:				
Software licenses	(218)	884	263	1,856
Maintenance	2,929	2,904	8,712	8,561
Professional services	4,049	5,312	12,816	16,631
Amortization of technology	459		1,378	
Total cost of revenue	7,219	9,100	23,169	27,048
Gross profit	38,892	44,064	111,808	126,483
Operating expenses:				
Sales and marketing	8,831	13,835	32,369	42,983
Research and development	5,954	6,985	19,017	20,695
General and administrative	4,537	3,603	11,872	11,870
Amortization of intangible assets	9,148	9,077	27,447	27,336
Restructuring, acquisition and other charges	3,950	1,265	12,815	3,274
Total operating expenses	32,420	34,765	103,520	106,158
Operating income	6,472	9,299	8,288	20,325
Other income (expense):				
Interest income	24	46	113	144
Interest expense	(6,623)	(7,338)	(19,745)	(22,004)
Loss on early extinguishment of debt				(154)
Amend and extend transaction fees				(577)

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Total other expense, net	(6,599)	(7,292)	(19,632)	(22,591)
Income (loss) before income taxes	(127)	2,007	(11,344)	(2,266)
Income tax (benefit) provision	2,421	(2,127)	(7,610)	(2,973)
Net income (loss)	(2,548)	4,134	(3,734)	707
Foreign currency translation adjustments	(151)	102	(344)	(283)
Comprehensive income (loss)	\$ (2,699)	\$ 4,236	\$ (4,078)	\$ 424

See accompanying notes to condensed consolidated financial statements.

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SERENA SOFTWARE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Nine Months Ended October 31, 2013 and 2012

(In thousands)

(Unaudited)

	Nine Months Ended October 31,	
	2013	2012
Cash flows from operating activities:		
Net income (loss)	\$ (3,734)	\$ 707
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	30,111	29,289
Stock-based compensation	2,877	1,388
Deferred income taxes	(12,095)	(9,875)
Loss on early extinguishment of debt		154
Amortization and write-off of debt issuance costs	1,257	1,528
Amend and extend transaction fees		577
Loss on disposal of equipment	632	162
Other non-cash		(60)
Changes in operating assets and liabilities:		
Accounts receivable	2,500	565
Prepaid expenses and other assets	2,354	1,711
Accounts payable	(814)	16
Income taxes (receivable) payable	(142)	(1,540)
Accrued expenses and other liabilities	2,983	(2,416)
Accrued interest payable	(2,868)	(4,495)
Deferred revenue	(18,689)	(14,120)
Net cash provided by operating activities	4,372	3,591
Cash flows from investing activities:		
Purchases of property and equipment	(422)	(1,876)
Purchases of intangible assets	(1,531)	(4,190)
Net cash used in investing activities	(1,953)	(6,066)
Cash flows from financing activities:		
Exercise of stock options under employee stock option plan	10	46
Repurchase of common stock for taxes due from option exercises and restricted stock unit releases	(130)	(724)
Excess tax benefit from stock-based compensation	84	

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Proceeds from borrowings		84,400	
Payments on debt		(92,277)	
Debt issuance costs paid		(3,807)	
Net cash used in financing activities	(36)		(12,362)
Effect of exchange rate changes on cash	(344)		(283)
Net increase (decrease) in cash and cash equivalents	2,039		(15,120)
Cash and cash equivalents at beginning of period	97,315		109,688
Cash and cash equivalents at end of period	\$ 99,354	\$	94,568
Supplemental disclosures of cash flow information:			
Income taxes paid, net of refunds	\$ 4,259	\$	8,264
Interest expense paid	\$ 21,354	\$	24,970

See accompanying notes to condensed consolidated financial statements.

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Basis of Presentation

The unaudited condensed consolidated financial statements of Serena Software, Inc. (*Serena* or the *Company*) have been prepared in accordance with U.S. generally accepted accounting principles (*U.S. GAAP*) for interim financial information as well as the instructions to Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission (*SEC*). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The condensed consolidated balance sheet as of January 31, 2013, is derived from the audited consolidated financial statements for the year ended January 31, 2013. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. The results of operations for the three and nine months ended October 31, 2013, are not necessarily indicative of the results that may be expected for the year ending January 31, 2014, or any future period. The information included in this Quarterly Report on Form 10-Q (*Report*) should be read in conjunction with *Management's Discussion and Analysis of Financial Condition and Results of Operations*, *Risk Factors*, *Quantitative and Qualitative Disclosures About Market Risk*, and the consolidated financial statements and footnotes thereto included in the *Company's Annual Report on Form 10-K for the year ended January 31, 2013*.

Use of Estimates

The preparation of the financial statements and related disclosures in conformity with U.S. GAAP requires the *Company* to make judgments, assumptions, and estimates that affect the amounts reported in the condensed consolidated financial statements and the accompanying notes. The *Company* bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances, to determine the carrying values of assets and liabilities that are not readily apparent from other sources. To the extent there are material differences between the *Company's* estimates and the actual results, the *Company's* future consolidated results of operations may be affected.

Significant Accounting Policies

There have been no material changes to the *Company's* significant accounting policies as compared to the accounting policies described in Note 2, *Summary of Significant Accounting Policies*, to the consolidated financial statements in Item 8 of Part II of the *Company's Annual Report on Form 10-K for the year ended January 31, 2013*.

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (the *FASB*) issued Accounting Standards Update (*ASU*) No. 2013-11, Topic 740 *Income Taxes, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*(a consensus of the *FASB Emerging Issues Task Force*) (*ASU 2013-11*), to provide explicit guidance on the presentation of an unrecognized tax benefit on the financial statements when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. *ASU 2013-11* is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014

for non-public entities. The Company intends to adopt this standard prospectively in the first quarter of fiscal year 2016. The adoption is not expected to have an impact on the Company's consolidated results of operations but may impact the presentation of certain tax items.

In February 2013, the FASB issued ASU No. 2013-02, Topic 350 *Comprehensive Income* (ASU 2013-02), which amends Topic 220 to improve the reporting of classifications out of accumulated other comprehensive income to the respective line items in net income. ASU 2013-02 is effective for reporting periods beginning after December 15, 2012. The Company adopted this standard in the first quarter of fiscal year 2014. The adoption did not impact the Company's consolidated results of operations or financial position as the Company does not currently have any significant reclassifications out of accumulated other comprehensive income (loss).

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The following table represents the Company's financial instruments measured at fair value on a recurring basis (in thousands):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
October 31, 2013:				
Money market funds (1)	\$ 85,832	\$	\$	\$ 85,832
January 31, 2013:				
Money market funds (1)	\$ 68,971	\$	\$	\$ 68,971

(1) Included in cash and cash equivalents on the condensed consolidated balance sheets

The carrying amount of the Company's financial instruments including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair values due to their short-term maturities. The estimated fair value of the Company's long-term debt is disclosed in Note 4 herein.

3. GOODWILL AND INTANGIBLE ASSETS*Goodwill*

There were no changes in the carrying amount of goodwill during the three and nine months ended October 31, 2013. Goodwill is not amortized, but instead tested for impairment annually during the fourth quarter. Goodwill may also be tested for impairment between annual tests in the presence of impairment indicators. There were no impairments to goodwill during the three and nine months ended October 31, 2013 and 2012, respectively.

Intangible Assets

The Company's intangible assets were as follows (in thousands):

	Gross	October 31, 2013 Accumulated Amortization	Net
Amortizing intangible assets:			
Technology, licenses and patents	\$ 184,213	\$ (180,493)	\$ 3,720
Customer relationships	278,900	(266,556)	12,344
Trademarks	14,300	(13,665)	635
Internal-use software	6,664	(6,372)	292
Total	\$ 484,077	\$ (467,086)	\$ 16,991

	January 31, 2013		
	Gross	Accumulated Amortization	Net
Amortizing intangible assets:			
Technology, licenses and patents	\$ 184,213	\$ (179,159)	\$ 5,054
Customer relationships	278,900	(240,663)	38,237
Trademarks	14,300	(12,334)	1,966
Internal-use software	6,711	(6,307)	404
Total	\$ 484,124	\$ (438,463)	\$ 45,661

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As of October 31, 2013, the estimated future amortization expense of the Company's intangible assets is as follows (in thousands):

For remaining three months of year ending January 31, 2014	\$ 9,594
For year ending January 31, 2015	5,926
For year ending January 31, 2016	1,459
For year ending January 31, 2017	12
Total	\$ 16,991

The Company tests its long-lived assets for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. A long-lived asset is not recoverable, and therefore subject to impairment charge, if its carrying amount exceeds the undiscounted cash flows associated with it. There were no impairment charges in the three and nine month periods ended October 31, 2013 and 2012, respectively.

4. DEBT

The following table summarized the Company's long-term debt (in thousands, except percentages):

	October 31, 2013	January 31, 2013
2016 Tranche B term loans: due March 10, 2016, three-month LIBOR plus 4.00% with a 1.00% LIBOR floor	\$ 117,399	\$ 117,399
2016 Extended term loans: due March 10, 2016, three-month LIBOR plus 4.00%	191,101	191,101
Senior Subordinated Notes: due March 15, 2016, 10.375%	101,542	101,542
Total long-term debt	\$ 410,042	\$ 410,042

Senior Secured Credit Agreement

On March 10, 2006, the Company entered into a senior secured credit agreement (the "senior secured credit agreement" or the "Credit Facility"). The Credit Facility originally provided for (1) a seven-year term loan in the amount of \$400.0 million amortizing at a rate of 1.00% per year on a quarterly basis for the first six and three-quarters years with the balance paid at maturity and (2) a six-year revolving credit facility that permitted loans in an aggregate amount of up to \$75.0 million, including a letter of credit facility and a swing-line facility. In addition, subject to certain terms and conditions, the Credit Facility provided for one or more uncommitted incremental term loan or revolving credit facilities in an aggregate amount not to exceed \$150.0 million.

First Amend and Extend Transaction

On March 2, 2011, the Company entered into an amendment to its Credit Facility to extend the final maturity of the outstanding term loans, extend the commitment termination date for a portion of the revolving credit facility and amend the financial covenants (the First Amend and Extend Transaction). As a result of the First Amend and Extend Transaction, \$191.1 million of the existing term loans were extended with a new maturity date of March 10, 2016 (the 2016 Extended Term Loans), and \$20.0 million of the existing revolving credit commitments were extended with a new maturity date of March 10, 2015 (the Extended Revolving Credit Commitments). The maturity date of the 2016 Extended Term Loans is subject to a springing maturity date that is the 180th day prior to March 10, 2016, if any of the senior subordinated notes remain outstanding as of the springing maturity date. The remaining \$124.9 million of the existing term loans that were not extended (the 2013 Term Loans), and the remaining \$55.0 million of the existing revolving credit commitments that were not extended, continued to mature on March 10, 2013 and March 10, 2012, respectively. As a result of the First Amend and Extend Transaction, the interest rate margins were increased by 200 basis points for the extended facilities. After giving effect to the amendment, the aggregate principal amount outstanding under the senior secured credit agreement did not change, and the principal amount of the term loans continue to amortize at a rate of 1.00% per year on a quarterly basis.

Second Amend and Extend Transaction

On April 12, 2012, the Company entered into an Extension Agreement and Amendment (the Second Amend and Extend Transaction) to the Credit Facility to extend the final maturity date of the 2013 Term Loans to March 2016. As a result of the Second Amend and Extend Transaction, \$117.4 million of the 2013 Term Loans were extended through a combination of the establishment of a series of term loans to new and existing lenders and the repayment of certain amounts to existing and departing lenders. This

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resulted in \$84.4 million of the 2013 Term Loans being effectively repaid or extinguished and the same amount being considered new borrowings. The Company refers to the incremental term loans and the newly extended term loans as the 2016 Tranche B Term Loans. The 2016 Tranche B Term Loans have an applicable margin for London Interbank Offered Rate, or LIBOR, based loans of 4.0% (or, if the Company exceeds a specified leverage ratio, 4.25%, which was 200 basis points higher than the interest rate under the 2013 Term Loans) and a LIBOR floor of 1.0%. The other terms and conditions of the 2016 Tranche B Term Loans are the same as those for the 2016 Extended Term Loans. After giving effect to the Second Amend and Extend Transaction, all of the Company's outstanding term loans under the Credit Facility have a final maturity date of March 10, 2016 and the aggregate principal amount of the term loans outstanding under the Credit Facility did not change. The Company paid each lender holding 2016 Tranche B Term Loans an original issue discount equal to 1.5% of the principal amount of 2016 Tranche B Term Loans held by such lender.

The Credit Facility bears an annual commitment fee on the undrawn portion of that facility commencing on the date of execution and delivery of the senior secured credit agreement. As a result of the cancellation of the non-extended 2012 revolving credit commitment totaling \$55.0 million during the quarter ended October 31, 2011, the annual commitment fee is limited to the amount of undrawn Extended Revolving Credit Commitments, which was equal to \$20.0 million as of October 31, 2013. Effective February 1, 2011, the annual commitment fee is 0.375% per annum.

Senior Subordinated Notes

The Company has outstanding \$101.5 million principal amount of senior subordinated notes, which bear interest at a rate of 10.375%, payable semi-annually on March 15 and September 15, and which mature on March 15, 2016. Each of the Company's domestic subsidiaries that guarantees the obligations under the Company's senior secured credit agreement will jointly, severally and unconditionally guarantee the notes on an unsecured senior subordinated basis. The Company does not have any domestic subsidiaries and, accordingly, there are no guarantors. The notes are the Company's unsecured, senior subordinated obligations, and the guarantees, if any, will be unsecured, senior subordinated obligations of the guarantors. The notes are governed by the terms and conditions of an indenture dated as of March 10, 2006 (the Indenture). The notes are subject to redemption at the Company's option pursuant to the terms and conditions specified in the Indenture, and may be redeemed at the option of the holders at 101% of their face amount, plus accrued and unpaid interest, upon certain change of control events.

From fiscal year 2009 through fiscal year 2010, the Company repurchased an aggregate of \$57 million of principal amount of its original outstanding \$200.0 million senior subordinated notes. In fiscal year 2011, the Company repurchased an aggregate of \$8.7 million of principal amount of its original outstanding \$200 million senior subordinated notes. The repurchases resulted in a net loss of \$0.2 million from the extinguishment of debt. In fiscal year 2013, the Company repurchased an aggregate of \$32.7 million of principal amount of the senior subordinated notes in two separate privately negotiated transactions. The repurchases resulted in a net loss of \$1.0 million from the extinguishment of debt. The Company may, from time to time, continue to repurchase the senior subordinated notes in open market or privately negotiated purchases or otherwise, or redeem the senior subordinated notes pursuant to the terms of the Indenture.

Debt Covenants

The Credit Facility and the Indenture contain various covenants, including, among other things, limitations on additional indebtedness, capital expenditures, restricted payments, the incurrence of liens, transactions with affiliates and sales of assets. In addition, the Credit Facility requires the Company to comply with certain financial covenants, including leverage and interest coverage ratios and capital expenditure limitations. The Company was in compliance with all of the covenants under the Credit Facility as of October 31, 2013. The estimated fair values of the Company's

long-term debt are as follows (in thousands):

	Carrying Amount	Fair Value
As of October 31, 2013:		
2016 Tranche B Term Loans	\$ 117,399	\$ 116,519
2016 Extended Term Loans	191,101	188,712
Senior Subordinated Notes	101,542	100,527
As of January 31, 2013:		
2016 Tranche B Term Loans	\$ 117,399	\$ 118,432
2016 Extended Term Loans	191,101	191,827
Senior Subordinated Notes	101,542	103,959

The term loans and senior subordinated notes are measured at fair value using significant other observable inputs categorized as Level 2 within the fair value hierarchy. These measurements consider inputs such as observable prices for similar instruments, quoted prices in markets that are not active, or other inputs that are observable, either directly or indirectly, including price quotes from independent pricing vendors and broker-dealers and available trade, bid and other market information.

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Restructuring, acquisition and other charges are recorded as a separate line within the condensed consolidated statements of comprehensive income (loss). Restructuring, acquisition and other charges consisted of the following (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2013	2012	2013	2012
Restructuring	\$ 3,861	\$ (71)	\$ 12,197	\$ (71)
Acquisition and Other Charges:				
Acquisitions and costs related to issuance of debt	31	30	94	88
Sponsor and administration fees paid to Silver Lake		281	132	844
Severance, facility and other charges not part of restructuring and not part of ongoing operations	58	1,025	392	2,413
Total	\$ 3,950	\$ 1,265	\$ 12,815	\$ 3,274

In February 2013, the Company initiated a restructuring plan in response to a decline in revenues and to better align its business operations to market opportunities. In June 2013, the Company initiated a more significant restructuring plan to refocus the Company's strategy on its core mainframe and distributed system products and new release management products, re-organize and enhance the geographical focus of the Company's sales organization and re-align the cost structure of the Company based on these actions.

As part of these restructuring plans, the Company reduced its workforce by approximately 8% (55 employees) in the three months ended April 30, 2013 and approximately 24% (120 employees) in the three months ended July 31, 2013. These actions affected all parts of the organization through workforce reductions worldwide and facility closures and reductions in North America, Europe and Asia. The additional restructuring expense in the three months ended October 31, 2013 resulted primarily from the completion of facility reductions.

The Company realized, and expects to continue to realize, cost savings going forward as a result of these restructurings. In connection with these actions, the Company recorded net restructuring charges of \$12.2 million during the nine months ended October 31, 2013 consisting principally of severance, payroll taxes, employee benefits, and facility restructuring charges. Restructuring charges were based on the Company's restructuring plans that were committed to by management. Any changes in the cost estimates of executing the approved plans are reflected in the Company's results of operations. Restructuring liabilities are reported within other accrued expenses in the condensed consolidated balance sheets.

The following table summarizes restructuring charges accrued and paid/written-off as of October 31, 2013 by category (in thousands):

	Severance, payroll taxes and other employee benefits	Facilities closures, legal and other miscellaneous	Total restructuring charges and accruals
Balances as of January 31, 2013	\$	\$	\$
Activity during the nine months ended October 31, 2013:			
Accrued	\$ 6,853	\$ 5,344	\$ 12,197
Paid/written-off	(6,478)	(1,287)	(7,765)
Balances as of October 31, 2013	\$ 375	\$ 4,057	\$ 4,432

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In March 2006, the Company established the 2006 Stock Incentive Plan (the 2006 Plan) governing, among other things, the grant of stock options, restricted stock units (RSUs), and other forms of share-based incentives to its employees, directors and consultants. In the quarter ended October 31, 2009, the Company completed a tender offer permitting all eligible employees and its independent directors to exchange, on a one-for-one basis, stock options granted under the 2006 Plan for new stock options granted under Serena s Amended and Restated 2006 Stock Incentive Plan (the Amended 2006 Plan) having a lower exercise price and different vesting terms. In addition, as part of the Company s merger in March 2006, the Company assumed certain stock options that were held by management participants immediately prior to the merger.

Stock Option Activities

The stock option grants generally vest either over a three-year period (time-based options) or based on the achievement of certain performance targets over a three fiscal year period (performance-based options). All options granted have a maximum contractual life of ten years from the date of grant. For performance-based options, the actual number of option grants eligible to vest during a fiscal year range from 50% to 150% of the number of options initially granted, and is dependent upon levels of achievement of certain performance targets if baseline performance conditions are met. Based upon current expectations of performance targets achievement, approximately \$0.1 million of expense is expected to be recognized over the remaining future vesting periods of approximately 2 to 3 years.

The following table sets forth a summary of stock option activity:

	Options Available for Grant	Number of Options Outstanding	Weighted Average Exercise Price (Per share)	Weighted Average Grant Date Fair Value (Per share)	Weighted Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Balances as of January 31, 2013	7,612,156	7,799,011	\$ 3.02		5.75	\$ 1,091
Granted	(3,345,000)	3,345,000	2.50	\$ 0.84		
Exercised		(15,340)	1.25			\$ 19
Expired (1)		(122,889)	1.25			
Cancelled	3,484,134	(3,484,134)	3.26			
Restricted stock units granted, net of cancellations (2)	(3,939,350)					
Balances as of October 31, 2013	3,811,940	7,521,648	\$ 2.70		7.43	\$ 845
As of October 31, 2013:						
Vested and expected to vest		7,265,751	\$ 2.70		7.38	\$ 845

Vested and exercisable	3,189,580	\$	2.61	5.61	\$	845
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- (1) Represents cancelled options which are not returned to the available-for-grant stock option pool.
- (2) RSUs are granted from the available-for-grant stock option pool. In the nine months ended October 31, 2013, a total of 4.7 million units were granted with 0.8 million units cancelled and returned to the available-for-grant stock option pool.

The pre-tax intrinsic value of options exercised represents the difference between the fair value of the Company's common stock on the date of exercise and the exercise price of each option.

Aggregated intrinsic value represents the difference between the fair value of the Company's stock on the date of grant and the exercise price multiplied by the number of related options. To assist management in determining the estimated fair value of the Company's common stock, the Company previously engaged a third-party valuation specialist to perform a valuation on a semi-annual basis as of January 31 and July 31. For purposes of determining the estimated common stock fair value as of July 31, 2013, management performed the valuation based on the approach previously used by its third-party valuation specialist. In estimating the fair value of the Company's common stock, both the external valuation firm and management employed a two-step approach that first estimated the fair value of the Company as a whole, and then allocated the adjusted value of stockholders' equity to the Company's common stock.

Table of Contents*Restricted Stock Unit Activities*

Restricted Stock Units (RSUs) generally vest on the third anniversary of the date of grant.

The following table sets forth a summary of RSU activity:

	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value (In thousands)
Balances as of January 31, 2013	445,000	\$ 3.42	1.71	\$ 1,113
Granted	4,728,100	2.45		
Cancelled	(788,750)	2.75		
Vested	(150,000)	2.85		
Balances as of October 31, 2013	4,234,350	\$ 2.48	2.53	\$ 10,162
As of October 31, 2013:				
Vested and expected-to-vest RSUs	3,719,605		2.53	\$ 8,927

Stock-Based Compensation Expense

The Company determines the fair value of its stock options utilizing the Black-Scholes option pricing model, which incorporates various assumptions including volatility, risk-free interest rate, expected term, and dividend yield. The Company determines the fair value of its RSUs based upon the fair value of the shares of its common stock at the date of grant.

The Company utilizes the graded-vesting attribution method for recognizing stock-based compensation expense. Compensation expense is only recorded for those awards that are expected to vest. Compensation expense for awards with performance-based vesting is recognized only for awards that are deemed probable of achieving the performance condition over the performance-based vesting period.

As of October 31, 2013, total unrecognized compensation costs related to unvested stock options and RSUs were \$1.8 million and \$8.8 million, respectively. Costs related to unvested stock options are expected to be recognized over a period ranging from approximately 2 to 3 years and costs related to the RSUs are expected to be recognized over a period of 3 years from the grant date. Stock-based compensation expense for the three and nine months ended October 31, 2013 and 2012 is categorized as follows (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2013	2012	2013	2012
Cost of revenue maintenance	\$ 43	\$ 13	\$ 92	\$ 43
Cost of revenue professional services	18	20	1	27
Sales and marketing	273	(55)	568	157
Research and development	236	66	552	190
General and administrative	962	335	1,664	971

Total stock-based compensation expense	1,532	379	2,877	1,388
Income tax benefit	(583)	(147)	(1,096)	(539)
Total stock-based compensation expense, net of tax	\$ 949	\$ 232	\$ 1,781	\$ 849

7. SEGMENT

The Company's chief operating decision maker (CODM), who is the Chief Executive Officer, allocates resources and assesses performance based on financial information of the Company. The CODM reviews financial information presented on an entity-level basis accompanied by disaggregated information about revenues by product type and information about geographic regions for purposes of making operating decisions and assessing financial performance. The entity level financial information is identical to the information presented in the accompanying consolidated statements of comprehensive loss. Accordingly, the Company has determined that it operates in a single operating and reportable segment: enterprise change management software.

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The Company attributes revenues to geographic region generally based on the country to which the products are shipped. The following table shows net revenues by geographic region (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2013	2012	2013	2012
North America:				
Software licenses	\$ 4,238	\$ 9,024	\$ 12,251	\$ 20,746
Maintenance and professional services	25,732	26,582	75,954	81,057
	29,970	35,606	88,205	101,803
Europe, Asia and South America:				
Software licenses	3,584	4,395	8,674	12,192
Maintenance and professional services	12,557	13,163	38,098	39,536
	16,141	17,558	46,772	51,728
Total	\$ 46,111	\$ 53,164	\$ 134,977	\$ 153,531

No customer accounted for 10% or more of consolidated revenues for the three and nine months ended October 31, 2013 and 2012, respectively.

8. INCOME TAXES

Income tax expense was \$2.4 million in the three months ended October 31, 2013 and income tax benefit was \$7.6 million in the nine months ended October 31, 2013, as compared to an income tax benefit of \$2.1 million and \$3.0 million in the three and nine months ended October 31, 2012, respectively. The Company's effective income tax rate for the three and nine months ended October 31, 2013 differs from the federal statutory rate of 35% primarily due to the impacts of permanently reinvested foreign earnings, the domestic production deduction, research and development credits, and state taxes. During periods where the Company experiences pre-tax losses, these items will generally increase the effective income tax rate above the statutory rate, whereas during periods where the Company experiences pre-tax profits, they will reduce the effective income tax rate below the statutory rate. The income tax expense in the three months ended October 31, 2013 is primarily due to the effect of changes in foreign earnings that are subject to lower tax rates, which reduced the overall effective tax rate.

At January 31, 2013, the Company had total federal, state and foreign unrecognized tax benefits of \$3.5 million, including interest of \$0.8 million. During the three and nine months ended October 31, 2013, there were no material changes to the total unrecognized tax benefit, and the Company accrued immaterial amounts in interest.

The Company files tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. The statute of limitations on the Company's federal tax return filings remains open for the years ended January 31, 2010 through January 31, 2013. The statute of limitations on the Company's major state tax return filings remains open for the years ended January 31, 2009 through January 31, 2013. The statute of limitations on the Company's U.K. income tax filings remains open for the years ended January 31, 1999 through January 31, 2013. Over the next twelve months, the Company expects a decrease of \$0.1 million in its unrecognized tax benefits primarily as a result of expiring statutes of limitation.

Table of Contents**9. COMMITMENTS AND CONTINGENCIES***Commitments*

The following table summarizes the Company's future principal contractual obligations as of October 31, 2013 (in thousands):

	Total	Payments Due by Period (1)					
		Remainder of 2014	2015	Fiscal year ended January 31,			2018
			2016	2017	2018		
Operating leases	\$ 12,987	\$ 901	\$ 3,001	\$ 2,317	\$ 2,201	\$ 2,005	\$ 2,562
Credit Facility:							
2016 Tranche B Term Loans: due March 10, 2016	117,399					117,399(3)	
2016 Extended Term Loans: due March 10, 2016	191,101					191,101(3)	
Senior Subordinated Notes: due March 15, 2016	101,542					101,542	
Interest payments on long-term debt (2)	59,133	6,117	24,469	24,469	4,078		
	\$ 482,162	\$ 7,018	\$ 27,470	\$ 26,786	\$ 416,321	\$ 2,005	\$ 2,562

- (1) This table excludes the Company's unrecognized tax benefits totaling \$3.3 million as of October 31, 2013, since the Company has determined that the timing of payments with respect to these liabilities cannot be reasonably estimated.
- (2) Scheduled interest payments are calculated through the instrument's due date and assume no principal pay-downs, borrowings or early repayments triggered by the occurrence of certain events. Scheduled interest payments on debt include the 2016 extended term loans due March 10, 2016, at an assumed annual rate of 4.18%, which is the rate in effect as of October 31, 2013, the 2016 Tranche B Term Loans due March 10, 2016, at an assumed annual rate of 5.00%, which is the rate in effect as of October 31, 2013, the commitment fee on the unutilized amount of the 2015 extended revolving credit facility due March 10, 2015, at an assumed annual rate of 0.375%, which is the rate in effect as of October 31, 2013, and the ten year senior subordinated notes due March 15, 2016, at the stated annual rate of 10.375%.
- (3) Subject to a springing maturity that is the 180th day prior to March 10, 2016 if the Senior Subordinated Notes remain outstanding as of such springing maturity date.

Office Facility Leases

The Company leases its office facilities under operating lease agreements that expire from 2013 to 2022. The terms of the lease agreements provide for rental payments on a graduated basis. The Company recognizes rent expense on a straight-line basis over the lease period.

Long-Term Debt

As of October 31, 2013, the Company had total outstanding debt of \$410.0 million. All of this debt matures in March 2016; subject, in the case of the Credit Facility, to the springing maturity date described above. Details of long-term debt are disclosed in Note 4 herein.

Customer Indemnification

In the ordinary course of business, the Company may provide indemnification of varying scope and terms to customers, vendors, lessors, business partners, and other parties with respect to certain matters, including, but not limited to, losses arising out of breach of agreements with such parties, services to be provided by the Company or from intellectual property infringement claims made by third parties.

Legal Proceedings

The Company is involved in various legal proceedings that have arisen during the ordinary course of its business. The reasonably possible or probable range of loss from the final resolution of these matters, individually or in the aggregate, is not expected to be material.

Table of Contents**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
Forward-Looking Statements**

This Quarterly Report on Form 10-Q (Report), including the following Management's Discussion and Analysis of Financial Condition and Results of Operations, should be read in conjunction with the Condensed Consolidated Financial Statements and the notes thereto included elsewhere in this Report, and contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to safe harbors under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. These forward-looking statements include, but are not limited to, statements about financial projections, operational plans and objectives, future economic performance and other projections and estimates contained in this Report. When used in this Report, the words expects, anticipates, intends, plans, believes, seeks, estimates and similar expressions identify forward-looking statements. Because these forward-looking statements involve risks and uncertainties, they are subject to important factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, including those risk factors discussed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 31, 2013, Part II, Item 1A of our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2013, Management's Discussion and Analysis of Financial Condition and Results of Operations, and elsewhere in this Report. We assume no obligation to update the forward-looking information contained in this Report. It is important that the discussion below be read together with the unaudited condensed consolidated financial statements and notes thereto in this Report and the risk factors discussed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 31, 2013, Part II, Item 1A of our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2013, and elsewhere in this Report.

Business and Market Environment

At Serena Software, we design, develop, and sell application lifecycle management (ALM), application release management, and information technology (IT) software and solutions. We are a leading ALM software vendor and a leader in orchestrating the convergence of application development and IT operations, which we refer to as DevOps. Our ALM and IT management solutions simplify and automate the transition of new versions of applications into production by managing request, development, release, change and support processes across heterogeneous environments, including mainframe and non-mainframe environments.

Our expenses have historically been driven by personnel-related costs, including wages, commissions, bonuses, vacation, employee benefits, stock-based compensation, and travel, and we expect this trend to continue. During fiscal year 2014, we continue to experience a global macroeconomic environment in which our customers exercise care and conservatism in their investment prioritization and project deployments. We expect that our customers will continue to remain cautious with their IT spending in the near term, particularly within Europe.

In February 2013, we initiated a restructuring plan in response to a decline in license revenues and to better align our business operations to market opportunities. In June 2013, we initiated a more significant restructuring plan to re-focus our strategy on our core mainframe and distributed system products and new release management products, re-organize and enhance the geographical focus of our sales organization and re-align the cost structure of our Company based on these actions. As part of these restructuring plans, we reduced our workforce by approximately 8% (55 employees) in the three months ended April 30, 2013 and approximately 24% (120 employees) in the three months ended July 31, 2013. These actions affected all parts of the organization. Additional facility reductions were completed in the three months ended October 31, 2013, and we recognized \$3.9 million in additional restructure expense. As of October 31, 2013, our year-to-date restructure expense is \$12.2 million. As a result of our restructuring efforts, we expect to reduce our operating expenses (exclusive of amortization of intangible assets and restructuring,

acquisition and other charges) for fiscal year 2014 by approximately 17% to 19% when compared to similar operating expenses for fiscal year 2013.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires us to make judgments, assumptions, and estimates that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. We base our estimates and assumptions on current facts, historical experience, and various other factors that we believe are reasonable under the circumstances, to determine the carrying values of assets and liabilities that are not readily apparent from other sources. On an ongoing basis, management evaluates its estimates and judgments, including those related to revenue recognition, trade accounts receivable and allowance for doubtful accounts, impairment or disposal of long-lived assets, accounting for income taxes, impairment of goodwill, valuation of our common stock, and accounting for options and RSUs, among other things. In many instances, we could have reasonably used different accounting estimates. In addition, changes in accounting estimates are reasonably likely to occur from period to period. Thus, actual results could differ significantly from the estimates made by us. To the extent that there are material differences between these estimates and actual results, our future financial statement presentation of our financial condition or results of operations could be affected.

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An accounting policy is considered to be critical if the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change, and the effect of the estimates and assumptions on financial condition or operating performance is material. The accounting policies we believe to reflect our more significant estimates, judgments and assumptions and are most critical to understanding and evaluating our reported financial results are as follows:

Revenue recognition,

Stock-based compensation,

Valuation of long-lived assets, including goodwill, and

Accounting for income taxes.

In the three months ended October 31, 2013, there was no significant change in the above critical accounting policies or the underlying assumptions and estimates used in their application. See our Annual Report on Form 10-K for the fiscal year ended January 31, 2013, filed with the SEC on March 29, 2013, for further information regarding our critical accounting policies and estimates.

Recent Accounting Pronouncements

See *Recent Accounting Pronouncements* in the condensed consolidated financial statements in Item 1 of Part I of this Report for a full description of recent accounting pronouncements, including the actual and expected dates of adoption and estimated effects on our consolidated results of operations and financial condition.

Results of Operations*Revenue*

The following table summarizes software licenses, maintenance and professional services revenues for the periods indicated (in thousands, except percentages):

	Three Months Ended October 31,				Nine Months Ended October 31,			
	2013	2012	\$ Change	% Change	2013	2012	\$ Change	% Change
Software licenses	\$ 7,822	\$ 13,419	\$ (5,597)	(42%)	\$ 20,925	\$ 32,938	\$ (12,013)	(36%)
<i>Percentage of revenue</i>	17%	25%			15%	21%		
Maintenance	33,961	34,307	(346)	(1%)	100,637	103,244	(2,607)	(3%)
<i>Percentage of revenue</i>	74%	65%			75%	67%		
	4,328	5,438	(1,110)	(20%)	13,415	17,349	(3,934)	(23%)

Professional services								
<i>Percentage of revenue</i>	<i>9%</i>	<i>10%</i>			<i>10%</i>	<i>12%</i>		
Total revenue	\$ 46,111	\$ 53,164	\$ (7,053)	(13%)	\$ 134,977	\$ 153,531	\$ (18,554)	(12%)

Software license revenue decreased in the three and nine months ended October 31, 2013 compared to the prior year periods, primarily due to the reduction in sales capacity as a result of the restructurings and turnover of experienced sales representatives. We expect software license revenue for the fourth quarter of fiscal year 2014 to increase over the third quarter of fiscal year 2014.

Maintenance revenue decreased in the three and nine months ended October 31, 2013 compared to the prior year periods, primarily due to declines in license revenue. We expect maintenance revenue to remain generally flat for the fourth quarter of fiscal year 2014 as compared to the third quarter of fiscal year 2014, as maintenance contracts continue to renew at consistent rates.

Professional services revenue decreased in the three and nine months ended October 31, 2013 compared to the same prior year periods, primarily due to a decline in consulting engagements as a result of lower license sales.

Table of Contents*Gross Profit*

The following table summarizes gross profit for the periods indicated (in thousands, except percentages):

	Three Months Ended October 31,				Nine Months Ended October 31,			
	2013	2012	\$ Change	% Change	2013	2012	\$ Change	% Change
Software licenses gross profit	\$ 8,040	\$ 12,535	(\$ 4,495)	(36%)	\$ 20,662	\$ 31,082	(\$ 10,420)	(34%)
<i>Percentage of software licenses revenue</i>	103%	93%			99%	94%		
Maintenance gross profit	31,032	31,403	(371)	(1%)	91,925	94,683	(2,758)	(3%)
<i>Percentage of maintenance revenue</i>	91%	92%			91%	92%		
Professional services gross profit	279	126	153	121%	599	718	(119)	(17%)
<i>Percentage of professional services revenue</i>	6%	2%			4%	4%		
Amortization of technology	(459)		(459)		(1,378)		(1,378)	
<i>Percentage of total revenue</i>	-1%	0%			-1%	0%		
Total gross profit	\$ 38,892	\$ 44,064	(\$ 4,254)	(10%)	\$ 111,808	\$ 126,483	(\$ 11,919)	(9%)
<i>Percentage of revenue</i>	84%	83%			83%	82%		

Software licenses gross profit increased in the three and nine months ended October 31, 2013, primarily due to reductions in cost of licenses from our decision to cease reselling a third party software product, and in the three months ended October 31, 2013, a \$0.4 million prepaid royalty refund from that same third party vendor. Maintenance gross profit as a percentage of maintenance revenue in the three and nine months ended October 31, 2013 was relatively unchanged compared to the prior year period.

Professional services gross profit as a percentage of professional services revenue increased in the three months ended October 31, 2013 and decreased in the nine months ended October 31, 2013 compared to the same prior year periods. The increase in the three months ended October 31, 2013 is primarily due to a reduction in personnel related costs from the implementation of restructuring plans during fiscal year 2014. The decrease in the nine months ended October 31, 2013 is primarily due to lower professional services.

Amortization of technology expense increased in the three and nine months ended October 31, 2013 in 2013, compared to the same prior year periods, primarily due to the addition of \$3.7 million of intangibles in fourth quarter

of 2013.

Operating Expenses

The following table summarizes operating expenses for the periods indicated (in thousands, except percentages):

	Three Months Ended October 31,				Nine Months Ended October 31,			
	2013	2012	\$ Change	% Change	2013	2012	\$ Change	% Change
Sales and marketing	\$ 8,831	\$ 13,835	\$ (5,004)	(36%)	\$ 32,369	\$ 42,983	\$ (10,614)	(25%)
<i>Percentage of revenue</i>	19%	26%			24%	28%		
Research and development	5,954	6,985	(1,031)	(15%)	19,017	20,695	(1,678)	(8%)
<i>Percentage of revenue</i>	13%	13%			14%	13%		
General and administrative	4,537	3,603	934	26%	11,872	11,870	2	0%
<i>Percentage of revenue</i>	10%	7%			9%	8%		
Amortization of intangible assets	9,148	9,077	71	1%	27,447	27,336	111	0%
<i>Percentage of revenue</i>	20%	17%			20%	18%		
Restructuring, acquisition & other charges	3,950	1,265	2,685	212%	12,815	3,274	9,541	291%
<i>Percentage of revenue</i>	9%	2%			9%	2%		
Total operating expenses	\$ 32,420	\$ 34,765	\$ (2,345)	(7%)	\$ 103,520	\$ 106,158	\$ (2,638)	(2%)
<i>Percentage of revenue</i>	70%	65%			77%	69%		

Sales and marketing expenses decreased in the three and nine months ended October 31, 2013 compared to the same prior year periods, primarily due to cost reductions from the implementation of restructuring plans during fiscal year 2014 and lower variable compensation resulting from lower license revenue.

Research and development expenses decreased in the three and nine months ended October 31, 2013 compared to the same prior year periods, primarily due to cost reductions from the implementation of restructuring plans during fiscal year 2014.

General and administrative expenses increased in the three months ended October 31, 2013 and remained relatively unchanged in the nine months ended October 31, 2013, primarily due to increased stock based compensation, partially offset by the cost reductions from the implementation of the restructuring plans during fiscal year 2014.

Amortization of intangible assets remained relatively unchanged in the three and nine months ended October 2013 compared to the same prior year periods.

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Restructuring, acquisition and other charges consisted of the following (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2013	2012	2013	2012
Restructuring	\$ 3,861	\$ (71)	\$ 12,197	\$ (71)
Acquisition and Other Charges:				
Acquisitions and costs related to issuance of debt	31	30	94	88
Sponsor and administration fees paid to Silver Lake		281	132	844
Severance, facility and other charges not part of restructuring and not part of ongoing operations	58	1,025	392	2,413
Total	\$ 3,950	\$ 1,265	\$ 12,815	\$ 3,274

Restructuring, acquisition and other charges increased in the three and nine months ended October 31, 2013, compared to the same prior year periods, primarily due to recognition of severance and facilities related charges as a result of workforce reductions from our February 2013 and June 2013 restructuring plans implemented during the first and second quarters of fiscal year 2014. The additional restructuring expense in the three months ended October 31, 2013, is primarily from the completion of facility reductions. Restructuring charges were based on the Company's restructuring plans that were committed by management. Restructuring liabilities are reported within other accrued expenses in the condensed consolidated balance sheets.

Other Income (Expense)

The following table summarizes total other income (expense) for the periods indicated (in thousands, except percentages):

	Three Months Ended October 31,				Nine Months Ended October 31,			
	2013	2012	\$ Change	% Change	2013	2012	\$ Change	% Change
Interest income	\$ 24	\$ 46	\$ (22)	(48%)	\$ 113	\$ 144	\$ (31)	(22%)
Interest expense	(6,623)	(7,338)	715	(10%)	(19,745)	(22,004)	2,259	(10%)
Loss on early extinguishment of debt						(154)	154	(100%)
Amend and extend transaction fees						(577)	577	(100%)
Total other expense, net	\$ (6,599)	\$ (7,292)	\$ 693	(10%)	\$ (19,632)	\$ (22,591)	\$ 2,959	(13%)

Percentage of revenues

n/m

n/m

n/m

n/m

Income tax (benefit) provision	2,421	(2,127)	4,548	(214%)	(7,610)	(2,973)	(4,637)	156%
Effective tax rate	(1,906%)	(106%)			67%	131%		

Total other expense decreased in the three and nine months ended October 31, 2013 compared to the same prior year periods, primarily due to reduction in interest expense as a result of lower outstanding debt balances, and the absence of loss incurred from early extinguishment of debt and amend and extend transaction fees on our term loans.

For additional information regarding the Credit Facility, see *Liquidity and Capital Resources Senior Secured Credit Agreement* below and Note 4 of notes to our consolidated financial statements in this Report.

Income Tax Benefit

Income tax expense was \$2.4 million in the three months ended October 31, 2013 and income tax benefit was \$7.6 million in the nine months ended October 31, 2013, as compared to an income tax benefit of \$2.1 million and \$3.0 million in the three and nine months ended October 31, 2012, respectively. Our effective income tax rate for the three and nine months ended October 31, 2013, differs from the federal statutory rate of 35% primarily due to the impacts of permanently reinvested foreign earnings, the domestic production deduction, research and development credits, and state taxes. During periods where we experience pre-tax losses, these items will generally increase the effective income tax rate above the statutory rate, whereas during periods where we experience pre-tax profits, they will reduce the effective income tax rate below the statutory rate. The income expense in the three months ended October 31, 2013 is primarily due to the effect of changes in foreign earnings that are subject to lower tax rates, which further reduced the overall effective tax rate. See Note 8 of the notes to consolidated financial statements included in this Report for further information regarding income taxes and their impact on our results of operations and financial position.

Table of Contents**Liquidity and Capital Resources**

The following table summarizes our cash flows for the periods indicated (in thousands):

	Nine Months Ended October 31,	
	2013	2012
Cash flows provided by operating activities	\$ 4,372	\$ 3,591
Cash flows used in investing activities	(1,953)	(6,066)
Cash flows used in financing activities	(36)	(12,362)

To date, we have financed our operations and met our capital requirements through cash flows from operations. Our liquidity requirements are significant, primarily due to debt service obligations. We believe that current cash and cash equivalents, and cash flows from operations will satisfy our working capital and capital expenditure requirements at least through October 31, 2014. As of October 31, 2013, we had \$99.4 million in cash and cash equivalents.

Approximately 13% of our cash and cash equivalents were held by foreign subsidiaries as of that date. Our intent is to permanently reinvest our earnings from foreign operations. We do not anticipate a need to repatriate dividends from foreign operations that are permanently reinvested in order to fund operations. If such funds were repatriated to the United States, we would be required to accrue and pay applicable U.S. and foreign taxes. At some point in the future, we may require additional funds for either operating or strategic purposes or to refinance our existing indebtedness and may seek to raise additional funds through public or private debt or equity financing. If we are required to seek additional financing in the future through public or private debt or equity financing, there is no assurance that this additional financing will be available or, if available, will be upon reasonable terms and not legally or structurally senior to or on parity with our existing debt obligations.

Summary of Cash Flows

During the nine months ended October 31, 2013, cash and cash equivalents increased by \$2.0 million. The increase was primarily due to the timing of payments made to various parties related to our operating activities, and cash used in investing activities.

Net Cash Provided by Operating Activities. Cash flow from operations for the nine months ended October 31, 2013 increased by \$0.8 million. The increase was due to the timing of payments made to various vendors and tax authorities, partially offset by related payments made as a result of our restructuring plans.

Net Cash Used in Investing Activities. Net cash used in investing activities for the nine months ended October 31, 2013 decreased by \$4.1 million primarily due to the absence of large technology license purchases.

Net Cash Used In Financing Activities. Net cash used in financing activities for the nine months ended October 31, 2013 decreased by \$12.3 million, primarily due to the absence of debt principal repayments and lower debt issuance costs payments.

Table of Contents*Contractual Obligations and Commitments*

The following is a summary of our various contractual commitments as of October 31, 2013, including non-cancelable operating lease agreements for office space that expire between fiscal years 2014 and 2022 (in thousands):

	Total	Payments Due by Period (1)					Thereafter
		Remainder of 2014	2015	Fiscal year ended January 31,			
		2014	2015	2016	2017	2018	
Operating leases	\$ 12,987	\$ 901	\$ 3,001	\$ 2,317	\$ 2,201	\$ 2,005	\$ 2,562
Credit Facility:							
2016 Tranche B Term Loans: due March 10, 2016	117,399				117,399(3)		
2016 Extended Term Loans: due March 10, 2016	191,101				191,101(3)		
Senior Subordinated Notes: due March 15, 2016	101,542				101,542		
Interest payments on long-term debt (2)	59,133	6,117	24,469	24,469	4,078		
	\$ 482,162	\$ 7,018	\$ 27,470	\$ 26,786	\$ 416,321	\$ 2,005	\$ 2,562

- (1) This table excludes the Company's unrecognized tax benefits totaling \$3.3 million as of October 31, 2013, since the Company has determined that the timing of payments with respect to these liabilities cannot be reasonably estimated.
- (2) Scheduled interest payments are calculated through the instrument's due date and assume no principal pay-downs, borrowings or early repayments triggered by the occurrence of certain events. Scheduled interest payments on debt include the 2016 extended term loans due March 10, 2016, at an assumed annual rate of 4.18%, which is the rate in effect as of October 31, 2013, the 2016 Tranche B Term Loans due March 10, 2016, at an assumed annual rate of 5.00%, which is the rate in effect as of October 31, 2013, the commitment fee on the unutilized amount of the 2015 extended revolving credit facility due March 10, 2015, at an assumed annual rate of 0.375%, which is the rate in effect as of October 31, 2013, and the ten year senior subordinated notes due March 15, 2016, at the stated annual rate of 10.375%.
- (3) Subject to springing maturity that is the 180th day prior to March 10, 2016 if the Senior Subordinated Notes remain outstanding as of such springing maturity date.

Senior Secured Credit Agreement

In March 2006, we entered into a senior secured credit agreement (the "Credit Facility"). The Credit Facility originally provided for (1) a seven-year term loan in the amount of \$400.0 million, amortizing at a rate of 1.00% per year on a quarterly basis for the first six and three-quarter years after the closing date of the merger in March 2006, with the balance payable at maturity, and (2) a six-year revolving credit facility that permits loans in an aggregate amount of up to \$75.0 million, including a letter of credit facility and a swing line facility. In addition, subject to certain terms and conditions, the Credit Facility provides for one or more uncommitted incremental term loan or revolving credit facilities in an aggregate amount not to exceed \$150.0 million.

On March 2, 2011, we entered into an amendment to our Credit Facility to extend the final maturity date for the repayment of a portion of outstanding term loans, extend the commitment termination date for a portion of the revolving credit facility and provide for additional flexibility in the financial covenants under the Credit Facility (the First Amend and Extend Transaction). As a result of the amendment, \$191.1 million of the existing term loans were extended and will mature on March 10, 2016 (the 2016 Extended Term Loans), and \$20.0 million of the existing revolving credit commitments were extended and will terminate on March 10, 2015 (the Extended Revolving Credit Commitments). The maturity date of the 2016 Extended Term Loans is subject to a springing maturity date that is the 180th day prior to March 10, 2016 if any of the senior subordinated notes remain outstanding as of the springing maturity date. The \$124.9 million of the existing term loans that were not extended (the 2013 Term Loans), and the \$55.0 million of the existing revolving credit commitments that were not extended, would continue to mature on March 10, 2013 and March 10, 2012, respectively. As a result of the amendment, the interest rate margins were increased by 200 basis points for the extended facilities. In addition, the maximum total leverage ratio stepped up to 5.50x beginning with the fiscal quarter ended April 30, 2011 and through the test periods ended on July 31, 2012 and stepped down to 5.00x thereafter for both the extended facilities and non-extended facilities. After giving effect to the amendment, the aggregate principal amount outstanding under the senior secured credit agreement did not change, and the principal amount of the term loans continues to amortize at a rate of 1.00% per year on a quarterly basis.

On April 12, 2012, we entered into an Extension Agreement and Amendment No. 1 (the Second Amend and Extend Transaction) to our Credit Facility to extend the final maturity date of the 2013 Term Loans that were not extended in the First Amend and Extend Transaction. As a result of the Second Amend and Extend Transaction, \$117.4 million of the 2013 Term Loans were extended through a combination of the establishment of a new series of term loans and borrowing of incremental term loans under the Credit Facility. In connection with the Second Amend and Extend Transaction, certain holders of 2013 Term Loans that did not elect to extend their loans were repaid and replaced with new lenders, and certain holders had their holdings reallocated. We refer to the incremental term

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loans, which have identical terms and will be deemed for all purposes under the senior secured credit agreement to be the same class of loans, and the newly extended term loans as the 2016 Tranche B Term Loans. The 2016 Tranche B Term Loans have an applicable margin for London Interbank Offered Rate, or LIBOR, -based loans of 4.0% (or, if we exceed a specified leverage ratio, 4.25%) (which was 200 basis points higher than the interest rate under the 2013 Term Loans) and a LIBOR floor of 1.0%. The other terms and conditions of the 2016 Tranche B Term Loans are the same as those for the 2016 Extended Term Loans. After giving effect to the Second Amend and Extend Transaction and the repayment of the remaining 2013 Term Loans, all of our outstanding term loans under the Credit Facility have a final maturity date of March 10, 2016, the principal amount of all term loans will continue to amortize at a rate of 1.00% per year on a quarterly basis, and the aggregate principal amount of the term loans outstanding under the Credit Facility did not change. We paid each lender holding 2016 Tranche B Term Loans an original issue discount equal to 1.5% of the principal amount of 2016 Tranche B Term Loans held by such lender.

As of October 31, 2013, the aggregate principal amount outstanding under our Credit Facility was \$308.5 million, which consisted of \$191.1 million of 2016 Extended Term Loans and \$117.4 million of the 2016 Tranche B Term Loans. The 2016 Extended Term Loans bear interest at a rate equal to LIBOR plus 4.00%. That rate was 4.18% as of October 31, 2013. The 2016 Tranche B Term Loans bear interest at a rate equal to LIBOR plus 4.00% with a 1.00% LIBOR floor. That rate was 5.00% as of October 31, 2013. The Extended Revolving Credit Commitments, of which none was outstanding as of October 31, 2013, bear interest at a rate equal to three-month LIBOR plus 3.75%.

The Credit Facility bears an annual commitment fee on the undrawn portion of that facility commencing on the date of execution and delivery of the senior secured credit agreement. As a result of the cancellation of the non-extended 2012 revolving credit commitment totaling \$55.0 million during the quarter ended October 31, 2011, the annual commitment fee is limited to the undrawn portion of the Extended Revolving Credit Commitments, which was equal to \$20.0 million as of October 31, 2013. Effective February 1, 2011, the annual commitment fee is 0.375% per annum.

All of our obligations under the Credit Facility are secured by:

a perfected lien on and pledge of (1) the capital stock and intercompany notes of each existing and future direct and indirect domestic subsidiary of the Company, (2) all the intercompany notes of the Company and (3) 65% of the capital stock of each existing and future direct and indirect first-tier foreign subsidiary of the Company, and

a perfected first priority lien, subject to agreed-upon exceptions, on, and security interest in, substantially all of the tangible and intangible properties and assets of the Company and each guarantor.

Senior Subordinated Notes

We have outstanding \$101.5 million principal amount of senior subordinated notes as of October 31, 2013, which bear interest at a rate of 10.375%, payable semi-annually on March 15 and September 15, and which mature on March 15, 2016. Each of our domestic subsidiaries that guarantees our obligations under our Credit Facility will jointly, severally and unconditionally guarantee the notes on an unsecured senior subordinated basis. We do not have any domestic subsidiaries and, accordingly, there are no guarantors. The notes are our unsecured, senior subordinated obligations, and the guarantees, if any, will be unsecured, senior subordinated obligations of the guarantors. The notes are governed by the terms and conditions of an indenture dated as of March 10, 2006 (*Indenture*). The notes are subject to redemption at our option pursuant to the terms and conditions specified in the Indenture, and may be redeemed at the option of the holders at 101% of their face amount, plus accrued and unpaid interest, upon certain change of control

events. We may from time to time repurchase the senior subordinated notes in open market or privately negotiated purchases or redeem the senior subordinated notes pursuant to the terms of the Indenture.

Covenant Compliance

Our Credit Facility and the Indenture contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit our and our restricted subsidiaries' ability to, among other things:

incur additional indebtedness or issue certain preferred shares;

pay dividends on, redeem or repurchase our capital stock or make other restricted payments;

make investments;

make capital expenditures;

create certain liens;

sell certain assets;

enter into agreements that restrict the ability of our subsidiaries to make dividend or other payments to us;

guarantee indebtedness;

engage in transactions with affiliates;

prepay, repurchase or redeem the notes;

create or designate unrestricted subsidiaries; and

consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis.

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We are required to satisfy and maintain specified financial ratios and other financial condition tests, including a minimum interest coverage ratio and a maximum total leverage ratio. We were in compliance with all of the covenants under the Credit Facility and Indenture as of October 31, 2013. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we cannot assure you that we will meet those ratios and tests in the future. A breach of any of these covenants would result in a default (which, if not cured, could mature into an event of default) and in certain cases an immediate event of default under the Credit Facility. Upon the occurrence of an event of default under the Credit Facility, all amounts outstanding under the Credit Facility could be declared to be (or could automatically become) immediately due and payable and all commitments to extend further credit could be terminated.

Under the Indenture, our ability to incur additional debt and make certain restricted payments, subject to specified exceptions, is tied to an Adjusted EBITDA (as defined below) to fixed charges (as defined below) ratio of at least 2.0x. We may incur certain debt and make certain restricted payments and certain permitted investments without regard to the ratio, such as our ability to incur up to an aggregate principal amount of \$625.0 million under our senior secured credit agreement (subject to reduction for mandatory prepayments under our senior secured credit agreement and inclusive of amounts outstanding under our senior secured credit agreement from time to time); to acquire persons engaged in a similar business that become restricted subsidiaries and to make other investments equal to the greater of \$25.0 million or 2% of our consolidated assets. As of October 31, 2013, we had \$308.5 million outstanding under our term loan and no outstanding borrowings under our revolving credit facility. Fixed charges is defined in the Indenture as consolidated Interest Expense less interest income, adjusted for acquisitions, and further adjusted for non-cash interest expense.

Under the Credit Facility, we are required to maintain a rolling twelve-month consolidated Adjusted EBITDA to Consolidated Interest Expense (as defined below) ratio of a minimum of 2.00x at the end of each quarter. Consolidated Interest Expense is defined in the Credit Facility as consolidated cash interest expense less cash interest income and is further adjusted for certain non-cash interest expenses and other items. We are also required to maintain a rolling twelve-month Consolidated Total Debt (as defined below) to consolidated Adjusted EBITDA ratio of a maximum of 5.00x at the end of each quarter beginning with the fiscal year ending January 31, 2011. Under the terms of the Credit Facility, as amended and restated, the maximum total leverage ratio stepped up to 5.50x beginning with the fiscal quarter ending April 30, 2011 through the test period ended July 31, 2012 and stepped down to 5.00x thereafter. Consolidated Total Debt is defined in the Credit Facility as total debt other than certain indebtedness and is reduced by the amount of cash and cash equivalents on our consolidated balance sheet in excess of \$5.0 million. As of October 31, 2013, our Consolidated Total Debt was \$315.6 million, consisting of total debt other than certain indebtedness totaling \$410.0 million, net of cash and cash equivalents in excess of \$5.0 million totaling \$94.4 million.

The breach of financial covenants in our Credit Facility (i.e., those that require the maintenance of ratios based on Adjusted EBITDA) would force us to seek a waiver or amendment with the lenders under our Credit Facility, and no assurance can be given that we will be able to obtain any necessary waivers or amendments on satisfactory terms, if at all. The lenders would likely condition any waiver or amendment, if given, on additional consideration from us, such as a consent fee, a higher interest rate, principal repayment or more restrictive covenants and limitations on our business. Any such breach, if not waived by the lenders, would result in an event of default under that agreement, in which case the lenders could elect to declare all amounts borrowed due and payable. Any such acceleration would also result in a default under the Indenture. Additionally, under our debt agreements, our ability to engage in activities such as incurring additional indebtedness, making investments and paying dividends is also tied to ratios based on Adjusted EBITDA.

Earnings before interest, taxes, depreciation and amortization (EBITDA) is a non-GAAP financial measure used to determine our compliance with certain covenants contained in our Credit Facility. Adjusted EBITDA represents

EBITDA further adjusted to exclude certain defined unusual items and other adjustments permitted in calculating covenant compliance under our Credit Facility. We believe that the presentation of Adjusted EBITDA is appropriate to provide additional information to investors and lenders regarding our compliance with the financial covenants under our Credit Facility.

Adjusted EBITDA does not represent net income (loss) or cash flow from operations as those terms are defined by GAAP and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. While Adjusted EBITDA and similar measures are frequently used as measures of operations and the ability to meet debt service requirements, these terms are not necessarily comparable to other similarly titled captions of other companies due to the potential inconsistencies in the method of calculation.

Adjusted EBITDA does not reflect the impact of earnings or charges resulting from matters that we may consider not to be indicative of our ongoing operations. In particular, the definition of Adjusted EBITDA in our Credit Facility allows us to add back certain defined non-cash, extraordinary, unusual or non-recurring charges that are deducted in calculating GAAP net income (loss). Our Credit Facility requires that Adjusted EBITDA be calculated for the most recent four fiscal quarters. As a result, Adjusted EBITDA can be disproportionately affected by a particularly strong or weak quarter and may not be comparable to Adjusted EBITDA for any subsequent four-quarter period or any complete fiscal year.

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The following is a reconciliation of net income, a GAAP measure of our operating results, to Adjusted EBITDA as defined in our debt agreements (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2013	2012	2013	2012
Net income (loss)	\$ (2,548)	\$ 4,134	\$ (3,734)	\$ 707
Non-operating expense, net (1)	6,599	7,292	19,632	22,591
Income tax (benefit) provision	2,421	(2,127)	(7,610)	(2,973)
Amortization expense (2)	9,607	9,077	28,825	27,336
Stock-based compensation	1,532	379	2,877	1,388
Restructuring, acquisition and other charges(3)	3,950	1,265	12,815	3,274
Sub-total	21,561	20,020	52,805	52,323
Depreciation (2)	386	646	1,286	1,953
Adjusted EBITDA	\$ 21,947	\$ 20,666	\$ 54,091	\$ 54,276

- (1) Non-operating expense, net includes interest income, interest expense including amortization of debt issuance costs, gain (loss) on early extinguishment of debt, and amend and extend transaction fees.
- (2) Depreciation and amortization expense includes depreciation of fixed assets and amortization of intangibles.
- (3) Restructuring, acquisition, and other charges include charges related to restructuring plans; acquisitions-related costs; and other charges including sponsor and administration fees, costs related to issuance of debt, and severance, facility and other charges that are not part of restructuring and not part of ongoing operations.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Our exposures to market risk have not changed materially since January 31, 2013. For quantitative and qualitative disclosures about market risk, see Part II, Item 7A Quantitative and Qualitative Disclosures About Market Risk, in our Annual Report on Form 10-K for the fiscal year ended January 31, 2013.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer, with the assistance of senior management personnel, have conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 15d-15(e) of the Securities Exchange Act of 1934, as amended (Exchange Act)) as of October 31, 2013. We perform this evaluation on a quarterly basis so that the conclusions concerning the effectiveness of our disclosure controls and procedures can be reported in our annual and quarterly reports filed under the Exchange Act. Based on this evaluation, and subject to the limitations described below, our Chief Executive Officer, and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of October 31, 2013.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting during the quarter ended October 31, 2013 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls. Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can only provide reasonable, not absolute, assurances that the objectives of the control system are met. The design of a control system reflects resource constraints, and the benefits of controls must be considered relative to their costs. Because there are inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of error or fraud, if any, have been or will be detected.

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PART II OTHER INFORMATION

ITEM 1. Legal Proceedings

Information with respect to this Item may be found in Note 9 of notes to our unaudited condensed consolidated financial statements in Part I, Item I of this Report, which information is incorporated into this Item 1 by reference.

ITEM 1A. Risk Factors

There have been no material changes from the risk factors associated with our business, financial condition and results of operations as set forth in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 31, 2013 and Part II, Item 1A of our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2013.

ITEM 6. Exhibits

See Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Report, which Exhibit Index is incorporated herein by reference.

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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 thereunto duly authorized.

SERENA SOFTWARE, INC.

By: /s/ Robert I. Pender, Jr.
Robert I. Pender, Jr.
Senior Vice President, Finance and

Chief Financial Officer
(Principal Financial and Accounting
Officer)

Date: November 27, 2013

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EXHIBIT INDEX

- 31.01 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.02 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.01 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.02 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following financial information from Serena Software, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of October 31, 2013 (Unaudited) and January 31, 2013, (ii) Condensed Consolidated Statements of Comprehensive Loss (Unaudited) for the three and nine months ended October 31, 2013 and 2012, (iii) Condensed Consolidated Statements of Cash Flows (Unaudited) for the nine months ended October 31, 2013 and 2012 and (iv) the Notes to Condensed Consolidated Financial Statements (Unaudited)

Exhibit is filed herewith.

Exhibit is furnished rather than filed, and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

The information in these exhibits is furnished and deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and is not subject to liability under these sections, in accordance with Rule 406T of Regulation S-T.