

SERENA SOFTWARE INC  
Form 10-Q  
December 14, 2012  
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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, 2012**

**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)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)  
**1850 GATEWAY DRIVE, SAN MATEO, CALIFORNIA 94404-4060**

**94-2669809**  
(I.R.S. Employer  
Identification No.)  
**650-481-3400**

(Address of principal executive offices, including zip code)

**650-481-3400**

(Registrant's telephone number, including area code)

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, 2012, 98,754,671 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 share data)**

(Unaudited)

	<b>October 31, 2012</b>	<b>January 31, 2012</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 94,568	\$ 109,688
Accounts receivable, net of allowance of \$1,039 and \$963 at October 31, 2012 and January 31, 2012, respectively	23,182	23,747
Deferred tax assets, net	5,016	5,015
Prepaid expenses and other current assets	6,474	7,779
<b>Total current assets</b>	<b>129,240</b>	<b>146,229</b>
Property and equipment, net	5,053	4,879
Intangible assets, net	53,881	77,264
Goodwill	462,400	462,400
Other long-term assets	4,844	3,600
<b>TOTAL ASSETS</b>	<b>\$ 655,418</b>	<b>\$ 694,372</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,571	\$ 1,515
Accrued expenses	15,825	18,916
Accrued interest payable	2,527	7,030
Current portion of long-term debt	25,000	
Income taxes payable	335	683
Deferred revenue	56,657	68,861
<b>Total current liabilities</b>	<b>101,915</b>	<b>97,005</b>
Long-term debt	410,042	442,765
Long-term deferred revenue	7,527	9,443
Deferred tax liabilities, net	10,960	20,835
Other long-term liabilities	4,936	5,423
<b>Total liabilities</b>	<b>535,380</b>	<b>575,471</b>
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; none issued and outstanding		

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Common stock, \$0.01 par value; 200,000,000 shares authorized; 98,754,671 and 98,392,478 shares issued and outstanding at October 31, 2012 and January 31, 2012, respectively	987	984
Additional paid-in capital	517,288	516,578
Accumulated other comprehensive loss	(1,856)	(1,573)
Accumulated deficit	(396,381)	(397,088)
<b>Total stockholders' equity</b>	<b>120,038</b>	<b>118,901</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 655,418</b>	<b>\$ 694,372</b>

See accompanying notes to condensed consolidated financial statements.

**Table of Contents****SERENA SOFTWARE, INC.****Condensed Consolidated Statements of Comprehensive Income****For the Three and Nine Months Ended October 31, 2012 and 2011****(In thousands)****(Unaudited)**

	<b>Three Months Ended October 31,</b>		<b>Nine Months Ended October 31,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>Revenue:</b>				
Software licenses	\$ 13,419	\$ 14,637	\$ 32,938	\$ 38,347
Maintenance	34,307	35,163	103,244	106,179
Professional services	5,438	5,858	17,349	17,483
<b>Total revenue</b>	<b>53,164</b>	<b>55,658</b>	<b>153,531</b>	<b>162,009</b>
<b>Cost of revenue:</b>				
Software licenses	884	1,006	1,856	1,803
Maintenance	2,904	2,949	8,561	8,662
Professional services	5,312	5,263	16,631	16,425
Amortization of technology		21		3,672
<b>Total cost of revenue</b>	<b>9,100</b>	<b>9,239</b>	<b>27,048</b>	<b>30,562</b>
<b>Gross profit</b>	<b>44,064</b>	<b>46,419</b>	<b>126,483</b>	<b>131,447</b>
<b>Operating expenses:</b>				
Sales and marketing	13,835	15,446	42,983	45,646
Research and development	6,985	6,757	20,695	20,296
General and administrative	3,603	3,406	11,870	10,573
Amortization of intangible assets	9,077	9,198	27,336	27,599
Restructuring, acquisition and other charges	1,265	662	3,274	2,331
<b>Total operating expenses</b>	<b>34,765</b>	<b>35,469</b>	<b>106,158</b>	<b>106,445</b>
<b>Operating income</b>	<b>9,299</b>	<b>10,950</b>	<b>20,325</b>	<b>25,002</b>
<b>Other income (expense):</b>				
Interest income	46	34	144	105
Interest expense	(7,338)	(6,830)	(22,004)	(20,222)
Loss on early extinguishment of debt			(154)	
Amend and extend transaction fees			(577)	(1,487)
<b>Total other expense, net</b>	<b>(7,292)</b>	<b>(6,796)</b>	<b>(22,591)</b>	<b>(21,604)</b>
<b>Income (loss) before income taxes</b>	<b>2,007</b>	<b>4,154</b>	<b>(2,266)</b>	<b>3,398</b>
<b>Income tax (benefit) provision</b>	<b>(2,127)</b>	<b>952</b>	<b>(2,973)</b>	<b>492</b>
<b>Net income</b>	<b>4,134</b>	<b>3,202</b>	<b>707</b>	<b>2,906</b>

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Foreign currency translation adjustments	102	(422)	(283)	(450)
Comprehensive income	\$ 4,236	\$ 2,780	\$ 424	\$ 2,456

See accompanying notes to condensed consolidated financial statements.

**Table of Contents****SERENA SOFTWARE, INC.****Condensed Consolidated Statements of Cash Flows****For the Nine Months Ended October 31, 2012 and 2011****(In thousands)****(Unaudited)**

	<b>Nine Months Ended October 31,</b>	
	<b>2012</b>	<b>2011</b>
Cash flows from operating activities:		
Net income	\$ 707	\$ 2,906
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	29,289	33,441
Stock-based compensation	1,388	888
Deferred income taxes	(9,875)	(12,205)
Interest expense, net of interest paid	(4,495)	(3,004)
Loss on early extinguishment of debt	154	
Amortization of debt issuance costs	1,528	1,041
Amend and extend transaction fees	577	1,487
Other non-cash	(60)	
Changes in operating assets and liabilities:		
Accounts receivable	565	(2,008)
Prepaid expenses and other assets	1,711	258
Accounts payable	16	(944)
Income taxes payable	(1,540)	(1,218)
Accrued expenses and other liabilities	(2,254)	(4,357)
Deferred revenue	(14,120)	(15,271)
<b>Net cash provided by operating activities</b>	<b>3,591</b>	<b>1,014</b>
Cash flows from investing activities:		
Purchases of property and equipment	(1,876)	(3,077)
Purchases of intangible assets	(4,190)	(305)
<b>Net cash used in investing activities</b>	<b>(6,066)</b>	<b>(3,382)</b>
Cash flows from financing activities:		
Exercise of stock options under employee stock option plan	46	4
Repurchase of common stock	(724)	(2)
Proceeds from borrowings	84,400	
Payments on debt	(92,277)	(42,500)
Debt issuance costs paid	(3,807)	(1,958)
<b>Net cash used in financing activities</b>	<b>(12,362)</b>	<b>(44,456)</b>
Effect of exchange rate changes on cash	(283)	(450)
Net decrease in cash and cash equivalents	(15,120)	(47,274)
Cash and cash equivalents at beginning of period	109,688	126,374



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Cash and cash equivalents at end of period	\$ 94,568	\$ 79,100
Supplemental disclosures of cash flow information:		
Income taxes paid, net of refunds	\$ 8,264	\$ 14,161
Interest expense paid	\$ 24,970	\$ 22,185

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, 2012, is derived from the audited consolidated financial statements for the year ended January 31, 2012. 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, 2012, are not necessarily indicative of the results that may be expected for the year ending January 31, 2013, 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, 2012.

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates under different assumptions or conditions.

*Immaterial Correction of Prior Period Errors*

During the second quarter of 2012 the Company concluded that previously reported interest expense and accrued interest on long-term debt were overstated. The Company assessed the materiality of these errors, using relevant quantitative and qualitative factors, and determined that these errors, both individually and in the aggregate, were not material to any previously reported period but could have been material if recorded in the second quarter of 2012. Accordingly, the Company revised the consolidated balance sheet as of January 31, 2012 by reducing accrued interest on long-term debt by approximately \$1.8 million with a corresponding decrease in accumulated deficit. The impact of the errors for the year ended January 31, 2010 would decrease accumulated deficit as of the beginning of such year by approximately \$1.3 million. The impact of the errors in fiscal 2010 and 2011 is a decrease in interest expense of approximately \$0.2 million and \$0.3 million for the years ended January 31, 2010 and 2011, respectively, and a decrease in accrued interest on long-term debt of approximately \$0.2 million and \$0.5 million as of January 31, 2010 and 2011, respectively. The revised financial data will be reflected when those periods are published again in future filings.

*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 consolidated financial statements in Item 8 of Part II of the Annual Report on Form 10-K for the year ended January 31, 2012.

*Recent Accounting Pronouncements*

In September 2011, the FASB issued Accounting Standards Update ASU No. 2011-08, Topic 350 - *Intangibles - Goodwill and Other* (ASU 2011-08), which amends Topic 350 and provides entities an option to perform a qualitative assessment to determine whether further impairment testing on goodwill is necessary. Specifically, an entity has the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The Company adopted this standard in the first quarter of 2013. The Company's adoption of the standard during the first quarter of fiscal 2013 did not impact its consolidated results of operations or financial condition.

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In June 2011, the FASB issued ASU No. 2011-05, Topic 220 - *Presentation of Comprehensive Income* ( ASU 2011-05 ), which requires companies to present net income and other comprehensive income in one continuous statement or in two separate, but consecutive, statements. In addition, in December 2011, the FASB issued ASU No. 2011-12, Topic 220 - *Comprehensive Income* ( ASU 2011-12 ), which defers the requirement to present components of reclassifications of other comprehensive income on the face of the income statement. The Company adopted both standards in the first quarter of 2013. The Company's adoption of the standards during the first quarter of fiscal 2013 did not impact its consolidated results of operations or financial condition.

In May 2011, the FASB issued ASU No. 2011-04, Topic 820 - *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ( ASU 2011-04 ), which amends the fair value measurement guidance and

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includes some enhanced disclosure requirements. The most significant change in disclosures is an expansion of the information required for Level 3 measurements based on unobservable inputs. The Company adopted this standard in the first quarter of 2013. The Company's adoption of the standard during the first quarter of fiscal 2013 did not impact its consolidated results of operations or financial condition.

**2. FAIR VALUE MEASUREMENTS**

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

	Quoted Prices in			Total
	Active Markets	Significant Other	Significant	
	for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	
As of October 31, 2012:				
Money market funds (1)	\$ 74,351	\$	\$	\$ 74,351
As of January 31, 2012:				
Money market funds (1)	\$ 78,669	\$	\$	\$ 78,669

(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 fair value of long-term debt is disclosed in Note 4.

**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, 2012. There were no impairments to goodwill during the three and nine months ended October 31, 2012 and October 31, 2011. The required annual impairment test is performed in the fourth quarter each fiscal year.

*Intangible Assets*

On May 14, 2012, the Company entered into an agreement with a third-party to license certain source code owned by the third party. As part of the agreement, the third-party was required to complete certain source code enhancements. The Company paid a total of \$4.0 million in consideration in the second of quarter of fiscal 2013 and the remaining \$1.5 million is payable upon completion of the required source code development. The consideration paid to date of \$4.0 million along with \$0.1 million in internal development costs was capitalized within intangible assets on the condensed consolidated balance sheet as of October 31, 2012. Amortization will commence upon general availability of the products.

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

	As of October 31, 2012		
	Gross	Accumulated Amortization	Net
Amortizing intangible assets:			
Technology, licenses and patents	\$ 182,832	\$ (178,700)	\$ 4,132
Customer relationships	278,900	(232,031)	46,869
Trademarks	14,300	(11,890)	2,410
Internal-use software	6,845	(6,375)	470
Total	\$ 482,877	\$ (428,996)	\$ 53,881

	As of January 31, 2012		
	Gross	Accumulated Amortization	Net
Amortizing intangible assets:			
Technology, licenses and patents	\$ 178,699	\$ (178,699)	\$
Customer relationships	278,900	(206,030)	72,870
Trademarks	14,300	(10,559)	3,741
Internal-use software	6,649	(5,996)	653
Total	\$ 478,548	\$ (401,284)	\$ 77,264

As of October 31, 2012, the estimated future amortization expense of intangible is as follows (in thousands):

For remaining three months of year ending January 31, 2013	\$ 9,505
For year ending January 31, 2014	37,910
For year ending January 31, 2015	5,409
For year ending January 31, 2016	1,057
Total	\$ 53,881

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, 2012 and 2011.

**4. DEBT**

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

	October 31, 2012	January 31, 2012
2016 Tranche B Term Loans: due March 10, 2016, three-month LIBOR plus 4.00% with a 1.00% LIBOR floor	\$ 117,399	\$
2013 Term Loans: due March 10, 2013, three-month LIBOR plus 2.00%		117,399
2016 Extended Term Loans: due March 10, 2016, three-month LIBOR plus 4.00%	191,101	191,101

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Senior Subordinated Notes: due March 15, 2016, 10.375%	126,542	134,265
Total long-term debt	435,042	442,765
Less current portion	(25,000)	
Total long-term debt, less current portion	\$ 410,042	\$ 442,765

### *First Amend and Extend Transaction*

On March 10, 2006, the Company entered into a senior secured credit agreement (the Credit Facility ). 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 1st Amendment ). As a result of the 1st Amendment, \$191.1 million of the existing term loans were extended with a new maturity 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 of March 10, 2015 (the Extended Revolving Credit Commitments ). 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, continue to mature on March 10, 2013 and March 10, 2012, respectively. As a result of the

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1st Amendment, the interest rate margins were increased by 200 basis points for the extended facilities. After giving effect to the 1st 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 2nd Amendment ) to its Credit Facility to extend the final maturity date of its 2013 Term Loans. As a result of the 2nd Amendment, \$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 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 we exceed a specified leverage ratio, 4.25%, which is 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 2nd Amendment, 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, 2012. Effective February 1, 2011, the annual commitment fee is 0.375% per annum.

*Senior Subordinated Notes*

The Company has outstanding \$126.5 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 Credit Facility 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 subject to redemption at the Company's option under terms and conditions specified in the indenture related to the notes, 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.

During the nine months ended October 31, 2012, the Company repurchased \$7.7 million of senior subordinated notes for a total cost of \$7.9 million, resulting in a loss on early extinguishment of \$0.2 million. The Company did not repurchase any senior subordinated debt during the quarter ended October 31, 2012.

*Debt Covenants*

The senior subordinated notes and the credit facility contain various covenants including 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 of the credit facility as of October 31, 2012.

The estimated fair values of the Company's long-term debt are as follows (in thousands):

	Carrying Amount	Fair Value
As of October 31, 2012:		
2016 Tranche B Term Loans	\$ 117,399	\$ 117,692
2016 Extended Term Loans	191,101	189,668

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Senior Subordinated Notes		126,542		130,338
As of January 31, 2012:				
2013 Tranche B Term Loans	\$	117,399	\$	115,932
2016 Extended Term Loans		191,101		187,279
Senior Subordinated Notes		134,265		138,293

The term loans and senior subordinated notes are measured at fair value using significant other observable inputs (Level 2). 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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The agreements underlying the Company's debt include financial covenants based on Adjusted EBITDA. Restructuring, acquisition and other charges are a component of the Adjusted EBITDA and are recorded as a separate line within the condensed consolidated statements of comprehensive loss.

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

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2012	2011	2012	2011
Restructuring	\$ (71)	\$	\$ (71)	\$ 163
Acquisition and Other Charges:				
Sponsor and administration fees, acquisitions and costs related to issuance of debt	311	309	932	931
Severance, facility and other charges not part of restructuring and not part of ongoing operations	1,025	353	2,413	1,237
<b>Total</b>	<b>\$ 1,265</b>	<b>\$ 662</b>	<b>\$ 3,274</b>	<b>\$ 2,331</b>

During the quarter ended April 30, 2011, the Company implemented a restructuring plan (the Restructuring Plan) in an effort to better align its business operations with the current market and macroeconomic conditions. The 2011 Restructuring Plan consisted of certain workforce reductions, and facility closures. The Company recorded net restructuring charges of \$163,000 during the nine months ended October 31, 2011. Restructuring charges were based on the Company's restructuring plans that were committed by management. Any changes in the 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. All of the restructuring charges have been paid as of October 31, 2012 and the Company made adjustment for a change in estimate of \$71,000 during both the three and nine months ended October 31, 2012.

**6. STOCK-BASED COMPENSATION***Stock-Based Compensation Plans*

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 our 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 year period (performance-based options). As described below, the performance-based options were modified on October 10, 2012, which resulted in the extension of the vesting periods of performance-based options granted in prior years by approximately one to two years depending on the year of initial grant. All options granted have a maximum contractual life of ten years from the date of grant.

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 Remaining Contractual Term (In Years)	Aggregate Intrinsic Value (In
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				(thousands)		
Balances as of January 31, 2012	3,970,302	8,582,511	\$ 2.79			
Granted	(1,775,000)	1,775,000	3.58			
Exercised		(121,854)	1.25			
Cancelled (1)		(389,273)	1.25			
Cancelled	793,056	(793,056)	3.11			
Restricted stock units granted, net of cancellations (2)	(125,000)					
Balances as of October 31, 2012	2,863,358	9,053,328	\$ 3.00	7.1	\$ 4,565	
As of October 31, 2012:						
Vested and expected to vest		8,935,770	\$ 3.00	7.1	\$ 4,537	
Vested and exercisable		4,259,888	\$ 2.69	5.9	\$ 3,394	

- (1) Represents cancelled options which are not returned to the available-for-grant stock option pool.
- (2) RSUs are granted from the stock option pool. In the nine months ended October 31, 2012, a total of 250,000 units were granted and 125,000 units were cancelled and returned to the available-for-grant stock option pool.

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The pre-tax intrinsic value of options exercised, representing the difference between the fair value of the Company's common stock on the date of exercise and the exercise price of each option, \$0.3 million for the nine months ended October 31, 2012.

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 engages a third-party valuation specialist to perform a valuation on a semi-annual basis as of January 31 and July 31. In estimating the fair value of the Company's common stock, the external valuation firm employs a two-step approach that first estimates the fair value of the Company as a whole, and then allocates the adjusted value of shareholders' equity to the Company's common stock.

*Restricted Stock Unit Activities*

Restricted Stock Unit ( 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, 2012	1,315,000	\$ 3.04		
Granted	250,000	3.58		
Cancelled	(125,000)	3.06		
Vested	(495,000)	3.00		
Balances as of October 31, 2012	945,000	\$ 3.20	1.0	\$ 3,289
As of October 31, 2012:				
Vested and expected-to-vest RSUs			0.9	\$ 3,141

*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.

On October 10, 2012, the Company modified the performance targets on approximately 3.0 million unvested performance-based options to align the performance targets with the Company's recent financial forecasts. The original performance targets were established on the original respective grant dates and no expense had been recognized as the performance conditions were not deemed probable of achievement. The modification resulted in re-measurement of the awards with a resulting fair value of approximately \$3.1 million. Assuming baseline performance conditions are met, the revised performance targets result in potential levels of achievement ranging from 50% to 150% of the base award value. Based upon current expectations of achievement, approximately \$1.1 million is expected to be recognized over the vesting periods of the modified awards ranging from 6 months to 2.5 years of which approximately \$0.1 million was recognized during the three months and nine months ended October 31, 2012.

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In addition, the Company modified the vesting schedule of the modified performance-based options and approximately 0.8 million unvested RSUs in the event of a change of control or the Company's public offering. The Company also modified the RSUs to allow for full vesting if the holder is terminated without cause or resigns for good reason within twelve months following a change of control of the Company. These modifications were not made in contemplation of the occurrence of such events.

As of October 31, 2012, total unrecognized compensation costs related to unvested stock options and RSUs was \$5.8 million. 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, 2012 and 2011 is categorized as follows (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2012	2011	2012	2011
Cost of revenue - maintenance	\$ 13	\$ 16	\$ 43	\$ 46
Cost of revenue - professional services	20	1	27	54
Sales and marketing	(55)	48	157	414
Research and development	66	66	190	(181)
General and administrative	335	265	971	555
Total	\$ 379	\$ 396	\$ 1,388	\$ 888

**7. INCOME TAXES**

Income tax benefit was \$2.1 million and \$3.0 million in the three and nine months ended October 31, 2012, respectively, as compared to income tax expense of \$1.0 million and \$0.5 million in the three and nine months ended October 31, 2011, respectively. The Company's effective income tax rates for the three and nine months ended October 31, 2012, differ from the federal statutory rate of 35% primarily due to the impacts of permanently reinvested foreign earnings, the domestic production deduction and state taxes. During periods where the Company experiences losses, these items will generally increase the effective income tax rate above the statutory rate, and reduce the effective income tax rate below the statutory rate during periods where the Company has income.

At January 31, 2012, the Company had total federal, state and foreign unrecognized tax benefit of \$4.6 million, including interest of \$1.0 million. During the nine months ended October 31, 2012, the total unrecognized tax benefits, including interest, was reduced by \$1.3 million due to a favorable state audit resolution and expiring statutes of limitation. The Company accrued immaterial amounts in interest.

The Company files tax returns in the U.S. federal jurisdiction and 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, 2012. 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, 2012. 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, 2012. Over the next twelve months, the Company expects a decrease of \$0.2 million in its unrecognized tax benefits primarily as a result of expiring statutes of limitation.

**8. COMMITMENTS AND CONTINGENCIES***Office Facility Leases*

The Company leases its office facilities under operating lease agreements that expire from 2013 to 2018. 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, 2012, we had outstanding \$435 million in aggregate indebtedness. All of this debt matures in March 2016. Details of long term debt is disclosed in Note 4.

*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

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*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.

**9. SUBSEQUENT EVENT**

Subsequent to October 31, 2012, through the filing of this report, the Company redeemed \$25.0 million of the 10.375% senior subordinated notes on November 2, 2012. The total consideration was \$25.8 million, resulting in a loss on early extinguishment of \$0.8 million.

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

*This report 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, 2012. We assume no obligation to update any forward-looking statements contained in this report. It is important that the discussion below be read together with the attached unaudited condensed consolidated financial statements and notes thereto 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, 2012.*

**Business and Market Environment**

At Serena Software, we design, develop and sell products, solutions and services that together provide our customers with Orchestrated information technology ( IT ) Solutions. We are focused on serving our enterprise customers and enhancing the business value of IT. We are the largest global independent software company in terms of revenue solely focused on managing change and processes across IT environments.

Our products, solutions and services address the complexity of application lifecycle management and IT service management within both mainframe and distributed systems environments. Our revenue is generated by software licenses, maintenance contracts and professional services. In the third quarter of 2013, we continued to experience a global macroeconomic environment in which our customers exercised 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.

**Executive Summary**

Our financial highlights for the three and nine months ended October 31, 2012 and October 31, 2011 were as follows (in thousands):

	Three Months Ended October 31,				Nine Months Ended October 31,			
	2012	2011	\$ Change	% Change	2012	2011	\$ Change	% Change
Revenue	\$ 53,164	\$ 55,658	\$ (2,494)	-4%	\$ 153,531	\$ 162,009	\$ (8,478)	-5%
Operating Income	9,299	10,950	(1,651)	-15%	20,325	25,002	(4,677)	-19%
Percentage of revenue	17%	20%			13%	15%		
Net income (loss)	4,134	3,202	932	29%	707	2,906	(2,199)	-76%
Percentage of revenue	8%	6%			0%	2%		

*Revenue:* During the three months ended October 31, 2012, we experienced net revenue declines in software licenses, maintenance contracts and professional services, compared to the prior year period. The declines were led by, on a percentage basis, software licenses and professional services and to a lesser extent maintenance contracts.

*Operating Income:* Operating income declined for the three months ended October 31, 2012, compared to the prior year period, primarily due to lower revenue, increased investment in research and development, and increased restructuring and other charges, all partially offset by declines in sales and marketing expenses.

*Net Income:* Net income increased for the three months ended October 31, 2012, compared to the prior year period, primarily due to income tax benefits partially offset by lower operating income as discussed above.

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*Operating Cash Flows:* Operating cash flows increased during the nine months ended October 31, 2012, compared to the prior year period, primarily due to lower net income offset by lower taxes paid, and improved timing of receipts from our customers and payments to our vendors.

### **Critical Accounting Policies and Estimates**

The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures of contingent assets and liabilities. 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, and in other instances changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, 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 nine months ended October 31, 2012, 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, 2012 filed with the SEC on April 30, 2012 for further information regarding our critical accounting policies and estimates. See *Recent Accounting Pronouncements* in the condensed consolidated financial statements in Item 1 of Part I of this quarterly 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,			
	2012	2011	\$ Change	% Change	2012	2011	\$ Change	% Change
Software licenses	\$ 13,419	\$ 14,637	\$ (1,218)	-8%	\$ 32,938	\$ 38,347	\$ (5,409)	-14%
<i>Percentage of revenue</i>	25%	26%			21%	24%		
Maintenance	34,307	35,163	(856)	-2%	103,244	106,179	(2,935)	-3%
<i>Percentage of revenue</i>	65%	63%			67%	65%		
Professional services	5,438	5,858	(420)	-7%	17,349	17,483	(134)	-1%
<i>Percentage of revenue</i>	10%	11%			12%	11%		
<b>Total revenue</b>	<b>\$ 53,164</b>	<b>\$ 55,658</b>	<b>\$ (2,494)</b>	<b>-4%</b>	<b>\$ 153,531</b>	<b>\$ 162,009</b>	<b>\$ (8,478)</b>	<b>-5%</b>

Software licenses revenue declined in the three months ended October 31, 2012, compared to the same prior year period, primarily due to lower sales of our distributed system products, most predominantly *Serena Service Manager* and *Serena Release Manager*, partially offset by higher sales of our mainframe products, including *ChangeMan ZMF*. Software license revenue declined in the nine months ended October 31, 2012, compared to the prior year period, primarily due to lower sales of our distributed system products and mainframe products. Maintenance revenue declined in both the three and nine months ended October 31, 2012, compared to the respective prior year periods, primarily due to recent declines in total license revenues. Professional services revenue declined in both the three and nine months ended October 31, 2012, compared to the respective prior year periods, primarily due to a declines in the number of consulting engagements.

*Gross Profit*

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

	Three Months Ended October 31,				Nine Months Ended October 31,			
	2012	2011	\$ Change	% Change	2012	2011	\$ Change	% Change
Software licenses gross profit	\$ 12,535	\$ 13,631	\$ (1,096)	-8%	\$ 31,082	\$ 36,544	\$ (5,462)	-15%
<i>Percentage of software licenses revenue</i>	<i>93%</i>	<i>93%</i>			<i>94%</i>	<i>95%</i>		
Maintenance gross profit	31,403	32,214	(811)	-3%	94,683	97,517	(2,834)	-3%
<i>Percentage of maintenance revenue</i>	<i>92%</i>	<i>92%</i>			<i>92%</i>	<i>92%</i>		
Professional services gross profit	126	595	(469)	-79%	718	1,058	(340)	-32%
<i>Percentage of professional services revenue</i>	<i>2%</i>	<i>10%</i>			<i>4%</i>	<i>6%</i>		
Amortization of technology		(21)	21	-100%		(3,672)	3,672	-100%
<i>Percentage of total revenue</i>	<i>0%</i>	<i>0%</i>			<i>0%</i>	<i>-2%</i>		
<b>Total gross profit</b>	<b>\$ 44,064</b>	<b>\$ 46,419</b>	<b>\$ (2,355)</b>	<b>-5%</b>	<b>\$ 126,483</b>	<b>\$ 131,447</b>	<b>\$ (4,964)</b>	<b>-4%</b>

*Percentage of revenue* *83%* *83%* *82%* *81%*

Software license gross profit as a percentage of software licenses revenue was unchanged during the three months ended October 31, 2012 and was down slightly during the nine months ended October 30, 2012, compared to the respective prior year periods. The slight decrease in the nine month period is primarily attributable to an increase in commissions earned by external business partners.