

SERENA SOFTWARE INC  
Form POS AM  
March 30, 2006

As filed with the Securities and Exchange Commission on March 30, 2006

Registration No. 333 112770

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**POST EFFECTIVE**  
**AMENDMENT NO. 1**  
**TO**  
**FORM S 3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**SERENA SOFTWARE, INC.**

*(Exact name of Registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**94-2669809**  
*(I.R.S. Employer  
Identification Number)*

**2755 Campus Drive, 3rd Floor**

**San Mateo, California 94403-2538**

**(650) 522-6600**

*(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)*

**Mark E. Woodward**

**President and Chief Executive Officer**

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**Serena Software, Inc.**

**2755 Campus Drive, 3rd Floor**

**San Mateo, California 94403-2538**

**(650) 522-6600**

*(Name, address, including zip code, and telephone number,*

*including area code, of agent for service)*

***With copies to:***

**Richard Capelouto, Esq.**

**Simpson Thacher & Bartlett LLP**

**2550 Hanover Street**

**Palo Alto, California 94304**

**(650) 251 5000**

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**RECENT EVENTS: DEREGISTRATION**

The Registration Statement on Form S-3 (Registration No. 333-112770) (the "Registration Statement") of Serena Software, Inc., a Delaware Corporation ( "Serena" ), pertaining to the registration of up to \$220,000,000 in 1% Convertible Subordinated Notes due 2023 and the 9,912,588 shares of Common Stock, par value \$0.001 per share (as such amounts may have increased for any stock splits, stock dividends, or similar transactions occurring subsequent to the original filing date), of Serena, to which this Post-Effective Amendment No. 1 relates, was originally filed with the Securities and Exchange Commission on February 12, 2004 and was amended on April 30, 2004 and June 2, 2004.

Spyglass Merger Corp., a Delaware Corporation ( "Spyglass" ), and Serena entered into an Agreement and Plan of Merger dated as of November 11, 2005 (the "Merger Agreement" ), pursuant to which, among other things, Spyglass would be merged with and into Serena (the "Merger" ), Serena would be the surviving corporation in the Merger, and all shares of Serena Common Stock, \$0.001 par value per share, outstanding at the effective time of the Merger would be converted into the right to receive \$24.00 per share, without interest.

On March 9, 2006, Serena held a special meeting of stockholders at which Serena stockholders approved the adoption of the Merger Agreement. The Merger became effective on March 10, 2006 upon the filing of a Certificate of Merger with the Secretary of State of the State of Delaware.

As a result of the Merger, Serena has terminated all offerings of Serena securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by Serena in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of Serena which remain unsold at the termination of the offering, Serena hereby removes from registration all securities of Serena registered under the Registration Statement which remained unsold as of the Effective Date.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Mateo, State of California, on March 30, 2006.

**SERENA SOFTWARE, INC.**

By: /s/ Mark E. Woodward  
Mark E. Woodward,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons on March 30, 2006 in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Mark E. Woodward	President, Chief Executive Officer and Director  (Principal Executive Officer)
/s/ Robert I. Pender, Jr.	Senior Vice President  (Principal Financial and Accounting Officer)
/s/ David J. Roux	Director
/s/ John R. Joyce	Director
/s/ Hollie J. Moore	Director