SERENA SOFTWARE INC
Form 10-Q
May 25, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

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

FOR THE QUARTERLY PERIOD ENDED APRIL 30, 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)

DELAWARE	**94-2669809**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1900 SEAPORT BOULEVARD, REDWOOD CITY, CALIFORNIA 94063-5587

(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 x

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 x 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 x	(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 x

As of April 30, 2012, 98,446,007 shares of the registrant s common stock, $0.01 par value per share, were outstanding.

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SERENA SOFTWARE, INC.

Condensed Consolidated Balance Sheets

(In thousands, except share data)

(Unaudited)

	April 30, 2012	January 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 116,739	$ 109,688
Accounts receivable, net of allowance of $865 and $963 at April 30, 2012 and January 31, 2012, respectively	17,051	23,747
Deferred taxes, net	5,018	5,015
Prepaid expenses and other current assets	8,649	7,779
Total current assets	147,457	146,229
Property and equipment, net	4,909	4,879
Goodwill	462,400	462,400
Other intangible assets, net	68,060	77,264
Other assets	5,790	3,600
TOTAL ASSETS	$ 688,616	$ 694,372
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Short-term debt and current portion of long-term debt	$ 8,400	$
Accounts payable	2,620	1,515
Income taxes payable	1,670	683
Accrued expenses	13,909	18,916
Accrued interest on term loan and subordinated notes	5,445	8,799
Deferred revenue	75,176	68,861
Total current liabilities	107,220	98,774
Deferred revenue, less current portion	10,246	9,443
Long-term liabilities	5,328	5,423
Deferred taxes	17,279	20,835
Term loans	300,100	308,500
Senior subordinated notes	134,265	134,265
Total liabilities	574,438	577,240
Commitments and contingencies		
Stockholders equity:		
Preferred stock, $0.01 par value; 10,000,000 shares authorized and no shares issued and outstanding at April 30, 2012 and January 31, 2012		

Series A Preferred stock, $0.01 par value; 1 share authorized, issued and outstanding at April 30, 2012 and January 31, 2012		
Common stock, $0.01 par value; 200,000,000 shares authorized; 98,446,007 and 98,392,478 shares issued and outstanding at April 30, 2012 and January 31, 2012, respectively	984	984
Additional paid-in capital	516,980	516,578
Accumulated other comprehensive loss	(1,816)	(1,573)
Accumulated deficit	(401,970)	(398,857)
Total stockholders equity	114,178	117,132
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 688,616	$ 694,372

See accompanying notes to condensed consolidated financial statements.

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SERENA SOFTWARE, INC.

Condensed Consolidated Statements of Comprehensive Loss

For the Three Months Ended April 30, 2012 and 2011

(In thousands)

(Unaudited)

	Three Months Ended April 30,	
	2012	**2011**
Revenue:		
Software licenses	$ 7,929	$ 8,850
Maintenance	34,362	34,655
Professional services	5,628	5,687
Total revenue	47,919	49,192
Cost of revenue:		
Software licenses	547	335
Maintenance	2,874	2,825
Professional services	5,534	5,354
Amortization of acquired technology		3,608
Total cost of revenue	8,955	12,122
Gross profit	38,964	37,070
Operating expenses:		
Sales and marketing	14,833	14,438
Research and development	6,975	6,698
General and administrative	3,915	3,527
Amortization of intangible assets	9,183	9,203
Restructuring, acquisition and other charges	392	612
Total operating expenses	35,298	34,478
Operating income	3,666	2,592
Other income (expense):		
Interest income	52	42
Interest expense	(6,619)	(6,199)
Amortization and write-off of debt issuance costs	(549)	(360)
Amend and extend transaction fees	(577)	(1,487)
Total other income (expense)	(7,693)	(8,004)
Loss before income taxes	(4,027)	(5,412)
Income tax benefit	(914)	(517)
Net loss	(3,113)	(4,895)

Other comprehensive loss foreign currency translative adjustments	(243)	(226)
Comprehensive loss	$ (3,356)	$ (5,121)

See accompanying notes to condensed consolidated financial statements.

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SERENA SOFTWARE, INC.

Condensed Consolidated Statements of Cash Flows

For the Three Months Ended April 30, 2012 and 2011

(In thousands)

(Unaudited)

	Three Months Ended April 30, 2012	Three Months Ended April 30, 2011
Cash flows from operating activities:		
Net loss	$ (3,113)	$ (4,895)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization of acquired technology and other intangibles	9,815	13,519
Deferred income taxes	(3,559)	(5,037)
Interest expense on term credit facility and subordinated notes, net of interest paid	(3,348)	(2,886)
Amortization and write off of debt issuance costs	1,126	1,847
Stock-based compensation	484	359
Changes in operating assets and liabilities:		
Accounts receivable	6,696	3,227
Prepaid expenses and other assets	(430)	(2,025)
Accounts payable	992	1,016
Income taxes payable	866	1,004
Accrued expenses and other liabilities	(4,976)	(6,924)
Deferred revenue	7,118	2,102
Net cash provided by operating activities	11,671	1,307
Cash flows used in investing activities:		
Capital expenditures	(438)	(2,151)
Capital expenditures for internal use software	(100)	(83)
Net cash used in investing activities	(538)	(2,234)
Cash flows used in financing activities:		
Amend and extend transaction fees	(3,757)	(1,784)
Repurchase of option rights under employee stock option plan	(149)	(2)
Exercise of stock options under employee stock option plan	67	2
Principal borrowings under the term credit facility	84,400	
Principal payments and early extinguishments under the term credit facility and senior subordinated notes	(84,400)	(7,500)
Net cash used in financing activities	(3,839)	(9,284)
Effect of exchange rate changes on cash and cash equivalents	(243)	(226)
Net increase (decrease) in cash and cash equivalents	7,051	(10,437)
Cash and cash equivalents at beginning of period	109,688	126,374
Cash and cash equivalents at end of period	$ 116,739	$ 115,937

Supplemental disclosures of cash flow information:		
Income taxes paid, net of refunds	$ 1,703	$ 3,593
Interest expense paid	$ 9,967	$ 9,085

See accompanying notes to condensed consolidated financial statements.

SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(1) Description of Business and Summary of Significant Accounting Policies

(a) Description of Business

SERENA Software, Inc. (SERENA or the Company) is the largest global independent software company in terms of revenue solely focused on managing change and processes across information technology, or IT, environments. The Company s products and services primarily address the complexity of application lifecycle management, or ALM, and are used by customers to manage the development of, and control change in, mission critical applications within both mainframe and distributed systems environments. In addition, the Company provides products and services to enable customers to rapidly address IT service management, or ITSM, and business process challenges through the use of visually designed process workflows. The Company s products and services allow customers to orchestrate and manage their application development, IT and business processes by automating and integrating disparate ALM and ITSM products and processes, improving process visibility and consistency, enhancing software integrity, mitigating application development risks, supporting auditability and regulatory compliance, and boosting productivity. The Company s revenue is generated by software licenses, maintenance contracts and professional services. The Company s software products are typically installed within customer IT environments and generally accompanied by renewable annual maintenance contracts.

(b) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The Company has prepared the accompanying unaudited condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America.

(c) Significant Accounting Policies

The Company s significant accounting policies are described in the notes to the Company s consolidated financial statements, included in the Company s Annual Report on Form 10-K for the fiscal year ended January 31, 2012 filed with the Securities and Exchange Commission (SEC) on April 30, 2012. There have been no changes to the Company s significant accounting policies.

(d) Spyglass Merger Corp.

On March 10, 2006, Spyglass Merger Corp., an affiliate of Silver Lake, a private equity firm, merged with and into us, a transaction we refer to in this report as the Merger. As a result of the Merger, our common stock ceased to be traded on the NASDAQ National Market and we became a privately-held company, with approximately 56.5% of our common stock at the time of the merger on a fully diluted basis owned by investment funds affiliated with Silver Lake.

(2) Stock-Based Compensation

Stock-based compensation cost is measured at the grant date based on the fair value of the award. The Company has elected the graded-vesting attribution method for recognizing stock-based compensation expense over the requisite service period for each separately vesting tranche of awards as though the awards were, in substance, multiple awards.

SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

2006 Stock Incentive Plan

Following the completion of the Merger on March 10, 2006, the Company established a new stock incentive plan, the 2006 Stock Incentive Plan (the 2006 Plan), governing, among other things, the grant of options, restricted stock units, and other forms of share-based payments covering shares of the Company s common stock to our employees (including officers), directors and consultants. The Company s common stock representing 12% of outstanding common stock on a fully diluted basis as of the date of the Merger was reserved for issuance under the 2006 Plan. Stock options granted under the 2006 Plan are either time options that vest and become exercisable over a four-year period or time and performance options that vest based on the achievement of certain performance targets over a five-year period following the date of grant. All options granted under the 2006 Plan will expire not later than ten years from the date of grant, but generally will terminate earlier upon termination of employment. In the event of a sale of substantially all of the assets of the Company, or a merger or acquisition of the Company, the Board of Directors may provide that awards granted under the 2006 Plan will be cashed out, continued, replaced with new awards that substantially preserve the terms of the original awards, or terminated, with acceleration of vesting of the original awards determined at the discretion of the Board of Directors.

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. Eligible optionholders exchanged part or all of their time-based options for new time-based options having a vesting period, generally, of three years and an exercise price of $3.00 per share, the fair market value of Serena s common stock after the closing of the tender offer. Eligible employees who were not executive officers or officers of the Company exchanged part or all of their performance-based options for new time-based options having a vesting period of three years. Executive officers and officers of the Company exchanged part or all of their performance-based options for new performance-based options having a vesting period of three years and six months, with vesting based on the achievement of EBITA targets established by Serena s board of directors.

Roll Over Options

In connection with the Merger, the management participants were permitted to elect to have the surviving company in the merger assume some or all of the Serena stock options that they held immediately prior to the merger and that had an exercise price of less than $24.00 per share. The number of shares subject to these roll over options was adjusted to be the number of shares equal to the product of (1) the difference between $24.00 and the exercise price of the option and (2) the quotient of the total number of shares of Serena s common stock subject to such option, divided by $3.75. The exercise price of these roll over options was adjusted to $1.25 per share. The roll over options are subject to terms of the original option agreements with Serena, except that in the event of a change in control of Serena (as defined in the 2006 Plan), the treatment of the roll over options upon such transaction will be determined in accordance with the terms of the 2006 Plan.

The Amended 2006 Plan does not include an evergreen provision to provide for automatic increases in the number of shares available for grant. Any increase in the number of shares available for grant under the Amended 2006 Plan would require approval from the Company s Board of Directors.

As of April 30, 2012, a total of 12,197,217 shares of common stock were reserved for issuance upon the exercise of stock options and for the future grant of stock options or awards under the Amended 2006 Plan.

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The fair value of each stock option grant under the stock option plans is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants in the three months ended April 30, 2012 and 2011.

	Three Months Ended April 30, 2012	Three Months Ended April 30, 2011
Expected life (in years)	3.0	3.0
Risk-free interest rate	0.1% to 0.4%	0.2% to 1.2%
Volatility	26% to 30%	19% to 33%

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option-pricing models require the input of highly subjective assumptions including the expected stock price volatility.

With respect to the amounts set forth above, the Company s expected volatility is based on the combination of historical volatility of the Company s common stock and the Company s peer group s common stock over the period commensurate with the expected life of the 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 enterprise value to the Company s common stock. The risk-free interest rates are derived from the average U.S. Treasury constant maturity rates during the period and approximate the rate in effect at the time of grant for the respective expected term. The expected terms are based on the observed and expected time to post-vesting exercise or cancellation of options. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero. The Company estimates forfeitures at the time of grant and revises those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company uses forecasted projections to estimate pre-vesting option forfeitures and records stock-based compensation expense only for those awards that are expected to vest.

General Stock Option Information

The following table sets forth the summary of option activity under our stock option programs for the three months ended April 30, 2012:

	Options Available for Grant	Number of Options Outstanding	Weighted Average Exercise Price
Balances as of January 31, 2012	3,970,302	8,582,511	$ 2.79
Granted	(25,000)	25,000	$ 3.72
Exercised		(121,854)	$ 1.25
Cancelled(1)		(233,742)	$ 1.25
Cancelled	49,306	(49,306)	$ 3.08
Balances as of April 30, 2012(2)	3,994,608	8,202,609	$ 2.85

(1) Represents cancelled Roll Over options which are not returned to the available-for-grant stock option pool.

SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

(2) The number of options vested and expected to vest, net of estimated forfeitures, as of April 30, 2012 was 5,208,922 and has a weighted average exercise price of $2.74.

Information regarding the stock options outstanding at April 30, 2012 is summarized as follows:

Exercise Price	Number Outstanding(1)(2)	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable(1)(2)	Weighted Average Exercise Price
$1.25	1,033,860	1.61 years	$ 1.25	1,033,860	$ 1.25
$3.00	5,068,749	7.36 years	$ 3.00	2,477,843	$ 3.00
$3.08	780,000	7.97 years	$ 3.08	239,439	$ 3.08
$3.19	500,000	8.42 years	$ 3.19	191,936	$ 3.19
$3.54	505,000	9.44 years	$ 3.54	61,897	$ 3.54
$3.58	290,000	8.82 years	$ 3.58	77,771	$ 3.58
$3.72	25,000	9.82 years	$ 3.72		
	8,202,609	6.95 years	$ 2.85	4,082,746	$ 2.59

(1) The table shows options without consideration of expected forfeitures. The Company estimates its forfeiture rate to be approximately 2% per year.

(2) Total stock options outstanding at April 30, 2012 consist of 3,919,749 time-based options, 3,249,000 performance-based options and 1,033,860 roll over options. The Company presently does not record compensation expense associated with performance-based options because management believes their vesting is not probable.

The aggregate intrinsic value for options outstanding and options exercisable as of April 30, 2012 was $7.1 million and $4.6 million, respectively.

Restricted Stock Units

The Company has entered into restricted stock agreements with certain of its employees. These units are unvested and subject to each employee s continued employment with the Company for a period of three years from the date of issuance. In addition, if the Company is subject to a change in control or an initial public offering (as defined in these agreements) while the employee remains an employee of the Company, his or her remaining unvested restricted stock units will immediately vest in part or in full depending on the price per share at the time of such event.

The following table sets forth the summary of restricted stock units activity under our restricted stock purchase agreements for the three months ended April 30, 2012:

	Non-Vested Shares	Weighted Average Grant Date Fair Value
Balances as of January 31, 2012	1,315,000	$ 3.04
Granted		

Cancelled			
Balances as of April 30, 2012	1,315,000	$	3.04

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The aggregate intrinsic value for restricted stock units outstanding as of April 30, 2012 was $4.9 million. There were no restricted stock units vested as of April 30, 2012.

As of April 30, 2012, total unrecognized compensation costs related to unvested stock options and restricted stock was $3.7 million. Costs related to unvested stock options are expected to be recognized over a period of 3 to 3.5 years and costs related to the restricted stock are expected to be recognized over a period of 3 to 4 years from grant date.

Stock-based compensation expense for the three months ended April 30, 2012 and 2011 is categorized as follows (in thousands):

	Three Months Ended April 30,	
	2012	2011
Cost of maintenance	$ 16	$ 13
Cost of professional services	9	38
Stock-based compensation expense in cost of revenue	25	51
Sales and marketing	137	210
Research and development	64	(297)
General and administrative	258	395
Stock-based compensation expense in operating expense	459	308
Total stock-based compensation expense	484	359
Income tax benefit	(188)	(139)
Total stock-based compensation expense, net of tax	$ 296	$ 220

(3) Restructuring Charges and Accruals

In February 2011, in response to a decline in the Company s license revenue, the Company announced and began to execute plans to reduce its workforce by approximately 5%, or 28 positions, affecting all parts of the organization. The Company has realized and expects to continue to realize cost savings going forward as a result of this restructuring and other cost saving initiatives. This restructuring is substantially complete, and in connection with these actions, the Company recorded restructuring charges in the three months ended April 30, 2011 related to a facility closure totaling $0.2 million. The Company did not record any restructuring charges in the three months ended April 30, 2012. The nature of the restructuring charges and the amounts paid and accrued as of April 30, 2012 are summarized as follows (in thousands):

	Severance, payroll taxes and other employee benefits	Facilities closures, legal and other miscellaneous(1)	Total restructuring charges and accruals

Balances as of January 31, 2012	$	$	61	$	61
Accrued					
Paid			(30)		(30)
Balances as of April 30, 2012	$	$	31	$	31

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

(1) As of April 30, 2012, contract termination costs accrued related to abandoned facility leases totaled $31 thousand and will be paid out over the remaining lease term of 3 months.

Restructuring accruals are reflected in accrued expenses in the Company s unaudited condensed consolidated balance sheets.

The agreements underlying the Company s senior subordinated notes and the credit facility include financial covenants based on Adjusted EBITDA and restructuring, acquisition and other charges are a component of that computation. These charges have been included as a separate line within operating expenses in the Company s unaudited condensed consolidated statements of operations and are categorized as follows for the three months ended April 30, 2012 and 2011 (in thousands):

	Three Months Ended April 30,	
	2012	**2011**
Sponsor fees, administration fees and other costs related to the Merger and the issuance of debt	$ 311	$ 309
Restructuring charges consisting principally of severance, payroll taxes and other employee benefits, facilities closures and legal and other miscellaneous costs		163
Other redundancy costs not related to our restructuring plans including severance and other employee related costs, costs to establish or liquidate entities, and other miscellaneous costs not part of ongoing operations	81	140
Total restructuring, acquisition and other charges	$ 392	$ 612

(4) Goodwill and Other Intangible Assets

(a) Goodwill:

Goodwill is not amortized but instead is periodically tested for impairment. The required annual impairment test is performed in the fourth fiscal quarter each year. The Company has concluded that there were no indicators of impairment of goodwill as of April 30, 2012.

There were no changes in the carrying amount of goodwill during the three months ended April 30, 2012.

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

(b) Other Intangible Assets:

Other intangible assets are comprised of the following (in thousands):

	As of April 30, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizing intangible assets:			
Acquired technology	$ 178,699	$ (178,699)	$
Customer relationships	278,900	(214,769)	64,131
Trademark/Trade name portfolio	14,300	(11,003)	3,297
Capitalized software	6,759	(6,128)	631
Total	$ 478,658	$ (410,598)	$ 68,060

	As of January 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizing intangible assets:			
Acquired technology	$ 178,699	$ (178,699)	$
Customer relationships	278,900	(206,030)	72,870
Trademark/Trade name portfolio	14,300	(10,559)	3,741
Capitalized software	6,649	(5,996)	653
Total	$ 478,548	$ (401,284)	$ 77,264

Estimated amortization expense:	
For remaining nine months of year ending January 31, 2013	$ 27,383
For year ending January 31, 2014	36,510
For year ending January 31, 2015	4,114
For year ending January 31, 2016	53
Total	$ 68,060

As of April 30, 2012, the weighted average remaining amortization periods for customer relationships, trademark/trade name portfolio, and capitalized software are 22 months, 22 months and 18 months, respectively. The aggregate amortization expense of acquired technology and other intangible assets was $9.2 million and $12.8 million in the three months ended April 30, 2012 and 2011, respectively.

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 an impairment charge, if its carrying amount exceeds the undiscounted cash flows associated with it. There were no impairment charges in the three month periods ended April 30, 2012 and 2011.

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

(5) Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-08, *Intangibles Goodwill and Other (Topic 350) Testing Goodwill for Impairment* (ASU 2011-08), to allow an entity to use a qualitative approach to test goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. ASU 2011-08 is effective for fiscal years beginning after December 15, 2011, and early adoption is permitted. The Company s adoption of this guidance did not have any material impact on its consolidated financial position or results of operations.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, *Comprehensive Income (Topic 220) Presentation of Comprehensive Income* (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. ASU 2011-05 is effective for interim and annual periods beginning on or after December 15, 2011. The Company s adoption of this guidance did not have any material impact on its consolidated financial position or results of operations.

In January 2010, the FASB issued an amendment regarding improving disclosures about fair value measurements. This new guidance requires some new disclosures and clarifies some existing disclosure requirements about fair value measurement. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The Company s adoption of this guidance did not have any material impact on its consolidated financial position or results of operations.

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

(6) Debt

Debt as of April 30, 2012 and January 31, 2012 consisted of the following (in thousands):

	April 30, 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 Non-Extended 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
Senior Subordinated Notes, due March 15, 2016, 10.375%	134,265	134,265
Total long-term debt	442,765	442,765
Less current portion	8,400	
Total long-term debt, less current portion	$ 434,365	$ 442,765

Senior Secured Credit Agreement

In connection with the consummation of the Merger, the Company entered into a senior secured credit agreement pursuant to a debt commitment that we obtained from affiliates of the initial purchasers of our senior subordinated notes (the credit facility).

General. The borrower under the credit facility initially was Spyglass Merger Corp. and immediately following completion of the Merger became Serena. 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 after the closing date of the Merger, with the balance paid 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. Proceeds of the term loan on the initial borrowing date were used to partially finance the Merger, to refinance certain indebtedness of Serena and to pay fees and expenses incurred in connection with the Merger. Proceeds of the revolving credit facility have been and any incremental facilities will be used for working capital and general corporate purposes of the Company and its restricted subsidiaries.

In the quarters ended July 31, 2006, April 30, 2007 and January 31, 2008, the Company made principal payments on the original $400 million term loan totaling $25 million, $30 million and $25 million, respectively.

In the quarters ended April 30, 2009, 2010 and 2011, the Company made mandatory principal payments totaling $2.0 million, $2.0 million and $7.5 million, respectively, on the original $400 million term loan.

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

In the quarter ended April 30, 2010, the Company made a voluntary principal payment totaling $30 million on the revolving credit facility.

In the quarter ended October 31, 2011, the Company made voluntary principal payments on the non-extended 2012 revolving credit facility and the extended 2015 revolving credit facility totaling $25.7 million and $9.3 million, respectively.

The revolving 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 Company borrowing $65.0 million under the revolving credit facility in the fiscal quarter ended October 31, 2008 and Lehman Commercial Paper, Inc. (LCPI) becoming a defaulting lender due to its failure to fund its loan commitment, the then annual commitment fee of 0.5% was not payable pursuant to the terms of the senior secured credit agreement until April 2010, when a $30 million portion of the loans under the revolving Credit Facility was repaid. In connection with the amendment of the Company s senior secured credit agreement in March 2011, Barclays Bank PLC assumed LCPI s revolving credit commitment of $10.0 million, reviving the applicable revolving credit commitment and resulting in total non-extended and extended revolving credit commitments of $75.0 million. Effective February 1, 2011, the annual commitment fee was 0.375% per annum.

In the quarter ended October 31, 2011, the Company cancelled the non-extended 2012 revolving credit commitment totaling $55.0 million. Effective with the cancellation, the Company s annual commitment fee is limited to the extended 2015 revolving credit commitment totaling $20.0 million.

Amended and Restated Senior Secured Credit Agreement. On March 2, 2011 the Company entered into an amendment to our senior secured credit agreement to extend the final maturity date for the repayment of a portion of outstanding term loans, extend the commitment termination date of the commitments for a portion of the revolving credit facility and provide for additional flexibility in the financial covenants under the senior secured credit agreement (the 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 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 $124.9 million of the existing term loans that were not extended (the non-extended term loans), and the $55.0 million of the existing revolving credit commitments that were not extended (the non-extended revolving credit commitments) would continue to mature on March 10, 2013 and March 10, 2012, respectively. The Company refers to the extended term loans and extended revolving credit commitments collectively as the extended facilities, and the non-extended term loans and non-extended revolving credit commitments collectively as the non-extended facilities. 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 ending on July 31, 2012 and will step 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 extended and non-extended term loans would continue to amortize at a rate of 1.00% per year on a quarterly basis. In connection with the amendment, Lehman Commercial Paper Inc. resigned as administrative agent, collateral agent, swingline lender and letter of credit issuer under the senior secured credit agreement and was replaced by Barclays Bank PLC.

On April 12, 2012 the Company entered into an Extension Agreement and Amendment No. 1 (the Extension Agreement and Amendment) to its senior secured credit agreement to extend the final maturity date

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

of its non-extended term loans due March 10, 2013. As a result, a series of term loans to new and existing lenders was established and certain amounts to existing and departing lenders were repaid. This resulted in $84.4 million of the non extended 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 non-extended 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 extended term loans due March 10, 2016. After giving effect to the Extension Agreement and Amendment and the repayment of the remaining non-extended term loans due March 10, 2013, all of the Company s outstanding term loans under the senior secured credit agreement have a final maturity date of March 10, 2016 and the aggregate principal amount of the term loans outstanding under the senior secured credit agreement did not change. The Company paid each lender holding 2016 Tranche B Term Loans an original issuer discount equal to 1.5% of the principal amount of 2016 Tranche B Term Loans held by such lender.

Senior Subordinated Notes

The Company has outstanding $134.3 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 our 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 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.

In the fiscal year ended January 31, 2009, the Company repurchased, in eight separate privately negotiated transactions, an aggregate of $32.6 million of principal amount of its original outstanding $200.0 million senior subordinated notes. The repurchases resulted in a gain of $8.7 million from the extinguishment of debt in the fiscal year ended January 31, 2009.

In the fiscal year ended January 31, 2010, the Company repurchased, in six separate privately negotiated transactions, an aggregate of $24.4 million of principal amount of its original outstanding $200.0 million senior subordinated notes. The repurchases resulted in a gain of $4.6 million from the extinguishment of debt in the fiscal year ended January 31, 2010.

In the fiscal year ended January 31, 2011, the Company repurchased, in two separate privately negotiated transactions, an aggregate of $8.7 million of principal amount of its original outstanding $200.0 million senior subordinated notes. The repurchases resulted in a loss of $0.2 million from the extinguishment of debt in the fiscal year ended January 31, 2011.

The Company may from time to time 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 dated March 10, 2006.

SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

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 April 30, 2012.

The Company s senior secured credit agreement requires the Company to maintain a rolling twelve-month consolidated Adjusted EBITDA to consolidated Interest Expense ratio of a minimum of 2.00x at the end of each quarter beginning with the fiscal year ending January 31, 2010. Consolidated Interest Expense is defined in the senior secured credit agreement as consolidated cash interest expense less cash interest income and is further adjusted for certain non-cash interest expenses and other items. The Company is also required to maintain a rolling twelve-month consolidated Total Debt 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 Amended and Restated Senior Secured Credit Agreement, the maximum total leverage ratio stepped up to 5.50x beginning with the fiscal quarter ending April 30, 2011 and through the test period ending on July 31, 2012 and will step down to 5.00x thereafter. Consolidated Total Debt is defined in the senior secured credit agreement 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 April 30, 2012, our consolidated Total Debt was $331.1 million, consisting of total debt other than certain indebtedness totaling $442.8 million, net of cash and cash equivalents in excess of $5.0 million totaling $111.7 million. Failure to satisfy these ratio requirements would constitute a default under the senior secured credit agreement. If the Company s lenders failed to waive any such default, our repayment obligations under the senior secured credit agreement could be accelerated, which would also constitute a default under the indenture governing the senior subordinated notes.

The Company s ability to incur additional debt and make certain restricted payments under the indenture governing the senior subordinated notes, subject to specified exceptions, is tied to an Adjusted EBITDA to fixed charges ratio of at least 2.0x, except that we may incur certain debt and make certain restricted payments and certain permitted investments without regard to the ratio, such as the Company s 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; as of April 30, 2012, we had $308.5 million outstanding under our term loan and $0.0 million under our revolving credit facility), 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. Fixed charges is defined in the indenture governing the senior subordinated notes as consolidated Interest Expense less interest income, adjusted for acquisitions, and further adjusted for non-cash interest expense.

(7) Income Taxes

The income tax benefit was $0.9 million in the three months ended April 30, 2012, as compared to $0.5 million in the same three months a year ago. The Company s projected effective income tax rate for fiscal year 2013 is 17%. The Company s effective income tax rate for fiscal year 2012 was 9%. The Company s effective income tax rate differs from the federal statutory rate of 35% primarily due to the impacts of permanently reinvested foreign earnings and the domestic production deduction. During periods where the Company experiences losses, these items will generally increase the effective income tax rate above the statutory rate,

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

whereas, they will 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 benefits of $4.6 million, including interest of $1.0 million. During the three months ended April 30, 2012 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 various state and foreign jurisdictions. The statute of limitations on our federal and major state tax return filings remains open for the years ended January 31, 2006 through January 31, 2011. The statute of limitations on U.K. income tax filings remains open for the years ended January 31, 1999 through January 31, 2011. Over the next twelve months, we expect a decrease of $1.2 million in our unrecognized tax benefits primarily as a result of expiring statutes of limitation and audit settlements.

(8) Fair Value Measurement

Fair Value Hierarchy

The following hierarchy of valuation inputs is based upon whether the inputs to valuation techniques reflect assumptions other market participants would use based upon market data obtained from independent sources (observable inputs) or reflect the Company s own assumptions of market participant valuation (unobservable inputs):

Level 1 Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly;

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable. Observable market data should be used if such data is available without undue cost and effort.

Item Measured at Fair Value on a Recurring Basis

The following table presents the Company s assets and liabilities that are measured at fair value on a recurring basis at April 30, 2012 (in thousands):

		Fair Value Measurement at Reporting Date Using		
Description	**Estimated Fair Value at April 30, 2012**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**

Assets:				
Money market funds	$ 90,992	$ 90,992	$	$
Total Assets	$ 90,992	$ 90,992	$	$
Total Liabilities	$	$	$	$

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SERENA SOFTWARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

At April 30, 2012, the Company did not have any assets or liabilities measured at fair value on a recurring basis using significant other observable inputs (Level 2) or significant unobservable inputs (Level 3).

Fair Value of Financial Instruments

The carrying amount of the Company s financial instruments including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate their respective fair values because of the relatively short period of time between origination of the instruments and their expected realization. The fair value of the Company s revolving term credit facility approximates its respective carrying amount because this instrument includes LIBOR-based interest rates that are variable and fluctuate based on market conditions.

The estimated fair values of certain of the Company s long-term debt obligations, as of April 30, 2012 and January 31, 2012 are as follows:

	Carrying Amount	Fair Value(1)
	(In thousands)	
As of April 30, 2012:		
5.00000% 2016 Tranche B Term Loans due March 10, 2016	$ 117,399	$ 117,399
4.47455% 2016 Extended Term Loans due March 10, 2016	$ 191,101	$ 190,145
10.375% Senior Subordinated Notes due March 15, 2016	$ 134,265	$ 137,957
As of January 31, 2012:		
2.53775% 2013 Non-Extended Term Loans due March 10, 2013	$ 117,399	$ 115,932
4.53775% 2016 Extended Term Loans due March 10, 2016	$ 191,101	$ 187,279
10.375% Senior Subordinated Notes due March 15, 2016	$ 134,265	$ 138,293

(1) The term loans and senior subordinated notes are measured at fair value using level 2 inputs. 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.

Financial instruments that potentially subject us to credit risk consist of cash and cash equivalents, and trade accounts receivable. The Company maintains the majority of its cash and cash equivalents balances with recognized financial institutions which follow the Company s investment policy. The Company has not experienced any significant losses on these investments to date. One of the most significant credit risks is the ultimate realization of accounts receivable. This risk is mitigated by (i) ongoing credit evaluation of our customers, and (ii) frequent contact with our customers, especially our most significant customers, thus enabling the Company to monitor current changes in business operations and to respond accordingly. The Company generally does not require collateral for sales on credit. The Company considers these concentrations of credit risks in establishing our allowance for doubtful accounts.

(9) Litigation

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.

(10) Subsequent Event

On May 8, 2012, the Company announced the appointment of Joseph Passarello as its Chief Financial Officer and Senior Vice President of Finance. The appointment was effective May 8, 2012.

ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

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 and the Securities Exchange Act of 1934. 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.

Overview

We are the largest global independent software company in terms of revenue solely focused on managing change and processes across information technology, or IT, environments. Our products and services address the complexity of application lifecycle management, or ALM, and are used by our customers to manage the development of, and control change in, mission critical applications within both mainframe and distributed systems environments. In addition, we provide products and services to enable customers to rapidly address IT service management, or ITSM, and business process challenges through the use of visually designed process workflows. Our products and services allow customers to orchestrate and manage their application development, IT and business processes by automating and integrating disparate ALM and ITSM products and processes, improving process visibility and consistency, enhancing software integrity, mitigating application development risks, supporting auditability and regulatory compliance, and boosting productivity. Our revenue is generated by software licenses, maintenance contracts and professional services. Our software products are typically installed within customer IT environments and generally accompanied by renewable annual maintenance contracts.

In connection with our merger with Spyglass Merger Corp., an affiliate of Silver Lake, in March 2006, we entered into a senior secured credit agreement, issued senior subordinated notes, and entered into other related transactions, which we refer to collectively as the acquisition transactions. After consummation of the acquisition transactions, we became and continue to be highly leveraged. As of April 30, 2012, we had outstanding $442.8 million in aggregate indebtedness. Our liquidity requirements are significant, primarily due to debt service requirements.

The maturity dates of our term loans and revolving credit facilities under our senior secured credit agreement were originally March 10, 2013 and March 10, 2012, respectively. In order to improve our liquidity and mitigate risks associated with our ability to refinance our indebtedness in the future, and prompted by recent improvements in the credit markets, we took various actions to extend the maturity dates of our term loans and revolving credit commitments under our senior secured credit agreement.

On March 2, 2011 we entered into an amendment to our senior secured credit agreement to extend the final maturity date for the repayment of a portion of outstanding term loans, extend the commitment termination date of the commitments for a portion of the revolving credit facility and provide for additional flexibility in the financial covenants under the senior secured credit agreement. As a result of the amendment, $191.1 million of the existing term loans were extended and will mature on March 10, 2016, and $20.0 million of the existing revolving credit commitments were extended and will terminate on March 10, 2015. As a result of the amendment, the interest rate margins increased by 200 basis points for the extended facilities. The $124.9 million of existing term loans and the $55.0 million of existing revolving credit commitments that were not extended continued to have maturity dates of March 10, 2013 and March 10, 2012, respectively. In February 2011, we paid down $7.5 million of the existing term loans. In September 2011, we paid off and cancelled the non-extended portion of the revolving credit facility, thereby leaving an extended revolving credit facility of $20.0 million maturing on March 10, 2015.

On April 12, 2012 we entered into an Extension Agreement and Amendment No. 1 (the Extension Agreement and Amendment) to our senior secured credit agreement to extend the final maturity date of our non-extended term loans due March 10, 2013. As a result, a series of term loans to new and existing lenders was established and certain amounts to existing and departing lenders were repaid. This resulted in $84.4 million of the non-extended term loans being effectively repaid or extinguished and the same amount being considered new borrowings. We refer 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 non-extended term loans) and a LIBOR floor of 1.0%. The 2016 Tranche B Term Loans are subject to a prepayment premium of 1.00% if repaid or refinanced on or before April 12, 2013. The other terms and conditions of the 2016 Tranche B Term Loans are the same as those for the extended term loans due March 10, 2016. After giving effect to the Extension Agreement and Amendment and the repayment of the remaining non-extended term loans due March 10, 2013, all of our outstanding term loans under the senior secured credit agreement have a final maturity date of March 10, 2016 and the aggregate principal amount of the term loans outstanding under the senior secured credit agreement did not change.

As of April 30, 2012, the outstanding balance of the 2016 Term Loans and the 2016 Tranche B Term Loans was $191.1 million and $117.4 million, respectively, and there was no outstanding balance on the extended revolving credit facility.

For additional information regarding the our indebtedness under the senior secured credit agreement, see *Liquidity and Capital Resources Senior Secured Credit Agreement* below.

We derive our revenue from software licenses, maintenance and professional services. Our distributed systems products are licensed on a per user seat basis. Customers typically purchase mainframe products under million instructions per second, or MIPS-based, perpetual licenses. Mainframe software products and applications are generally priced based on hardware computing capacity the higher the mainframe computer s MIPS capacity, the higher the cost of the software license.

We also provide ongoing maintenance, which includes technical support, version upgrades and enhancements, for an annual fee of approximately 21% of the software license fee for our distributed systems products and approximately 17% to 18% of the software license fee for our mainframe products. We recognize maintenance revenue over the term of the maintenance contract on a straight-line basis.

Professional services revenue is derived from technical consulting and educational services. Our professional services are typically billed on a time and materials basis and revenue is recognized as the related services are performed. Maintenance revenue and professional services revenue have lower gross profit margins than software license revenue as a result of the costs inherent in operating our customer support and professional services organizations.

In the quarter ended April 30, 2012, when compared to the same quarter a year ago, total revenues decreased 3%, as total revenues were $47.9 million in the current quarter versus $49.2 million in the same quarter a year ago. The decrease in total revenues in the current quarter, when compared to the same quarter a year ago, was primarily the result of decreases in software licenses revenue driven primarily from lower sales of our *ChangeMan ZMF* and other mainframe products, offset in part by higher sales of our distributed systems products, most predominantly *Serena Business Manager* and *Dimensions*. We also experienced lower than expected sales of our *Serena Release Manager* and *Serena Service Manager* products, which we attribute to the relative inexperience of our sales organization with selling these products within the target markets as well as continuing adverse worldwide economic conditions, particularly in Europe. We believe that sales of *Serena Release Manager* and *Serena Service Manager* will increase in the future as our sales organization becomes more familiar with selling these products. To a lesser extent, lower maintenance revenues fueled in part by pricing pressures on maintenance renewals as a result of the continued weak economy and certain maintenance contract cancellations also contributed to the decline in total revenues in the current quarter, when compared to the same quarter a year ago.

In the quarter ended April 30, 2012 and the same quarter a year ago, 73% and 47%, respectively, of our total software license revenue came from our distributed systems products and 27% and 53%, respectively, came from our mainframe products, due to the weakness of our mainframe license revenue in the most recent fiscal quarter.

Historically, our revenue has been generally attributable to sales in North America, Europe and to a lesser extent Asia Pacific and South America. Revenue attributable to sales in North America accounted for approximately 69% of our total revenue in the quarter ended April 30, 2012, as compared to 66% in the same quarter a year ago. Our international revenue is attributable principally to our European operations and to a lesser extent Asia Pacific and South America. International revenue accounted for approximately 31% of our total revenue in the quarter ended April 30, 2012, as compared to 34% in the same quarter a year ago.

Critical Accounting Policies and Estimates

This discussion is based upon our consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America. 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. 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.

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 assumptions around valuation of our options and restricted stock, among other things. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

In addition to these estimates and assumptions utilized in the preparation of historical financial statements, the inability to properly estimate the timing and amount of future revenue could significantly affect our future operations. We must make assumptions and estimates as to the timing and amount of future revenue. Specifically, our sales personnel monitor the status of all proposals, such as the estimated closing date and potential dollar amount of such transactions. We aggregate these estimates to generate a sales pipeline and then evaluate the pipeline to identify trends in our business. This pipeline analysis and related estimates of revenue may differ significantly from actual revenue in a particular reporting period as the estimates and assumptions were made using the best available data at the time, which is subject to change. Specifically, slowdowns in the global economy and information technology spending has caused and may continue to cause customer purchasing decisions to be delayed, reduced in amount or cancelled, all of which have reduced and could continue to reduce the rate of conversion of the pipeline into contracts. A variation in the pipeline or the conversion rate of the pipeline into contracts could cause us to plan or budget inaccurately and thereby could adversely affect our business, financial condition or results of operations. In addition, because a substantial

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portion of our software license contracts close in the latter part of a quarter, we may not be able to adjust our cost structure to respond to a variation in the conversion of the pipeline in a timely manner, and thereby the delays may adversely and materially affect our business, financial condition or results of operations.

We believe the following are critical accounting policies and estimates used in the preparation of our consolidated financial statements.

- Revenue recognition,
- Stock-based compensation,
- Valuation of long-lived assets, including goodwill, and
- Accounting for income taxes

In the first quarter of fiscal year 2013, there has been no 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.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements and their anticipated effect on our consolidated financial statements, see Note 6 of notes to our unaudited condensed consolidated financial statements.

Historical Results of Operations

The following table sets forth our results of operations expressed as a percentage of total revenue. These operating results for the periods presented are not necessarily indicative of the results for the full fiscal year or any other period.

	Three Months Ended April 30,	
	2012	2011
Revenue:		
Software licenses	16%	18%
Maintenance	72%	70%
Professional services	12%	12%
Total revenue	100%	100%
Cost of revenue:		
Software licenses	1%	1%
Maintenance	6%	6%
Professional services	12%	11%
Amortization of acquired technology		7%
Total cost of revenue	19%	25%
Gross profit	81%	75%

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	Three Months Ended April 30, 2012	2011
Operating expenses:		
Sales and marketing	31%	29%
Research and development	14%	14%
General and administrative	8%	7%
Amortization of intangible assets	19%	19%
Restructuring, acquisition and other charges	1%	1%
Total operating expenses	73%	70%
Operating income	8%	5%
Other income (expense):		
Interest income		
Interest expense	(14)%	(12)%
Amortization and write-off of debt issuance costs	(1)%	(1)%
Amend and extend transaction fees	(1)%	(3)%
Total other income (expense)	(16)%	(16)%
Loss before income taxes	(8)%	(11)%
Income tax benefit	(2)%	(1)%
Net loss	(6)%	(10)%
Other comprehensive loss foreign currency translation adjustment	(1)%	
Comprehensive loss	(7)%	(10)%

Revenue

We derive revenue from software licenses, maintenance and professional services. Our total revenue decreased $1.3 million, or 3%, to $47.9 million in the quarter ended April 30, 2012 from $49.2 million in the same quarter a year ago. The decrease in total revenues in the current quarter, when compared to the same quarter a year ago, was primarily the result of decreases in software licenses revenue driven primarily from lower sales of our *ChangeMan ZMF* and other mainframe products, offset in part by higher sales of our distributed systems products, most predominantly *Serena Business Manager* and *Dimensions*. We also experienced lower than expected sales of our *Serena Release Manager* and *Serena Service Manager* products, which we attribute to the relative inexperience of our sales organization with selling these products within the target markets as well as continuing adverse economic conditions, in Europe. We believe that sales of *Serena Release Manager* and *Serena Service Manager* will increase in the future as our sales organization becomes more familiar with selling these products. To a lesser extent, lower maintenance revenues due to pricing pressures on maintenance renewals and certain maintenance contract cancellations also contributed to the decline in total revenues in the current quarter, when compared to the same quarter a year ago.

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

	Three Months Ended April 30, 2012	2011	Increase (Decrease) In Dollars	In %
Revenue:				
Software licenses	$ 7,929	$ 8,850	$ (921)	(10)%
Maintenance	34,362	34,655	(293)	(1)%
Professional services	5,628	5,687	(59)	(1)%

Total revenue	$ 47,919	$ 49,192	$ (1,273)	(3)%

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Software Licenses. Software licenses revenue as a percentage of total revenue was 16% for the quarter ended April 30, 2012, as compared to 18% in the same quarter a year ago. For the current quarter, when compared to the same quarter a year ago, the decrease in software licenses revenue, in both absolute dollars and as a percentage of total revenue, was primarily due to lower sales of our *ChangeMan ZMF* and other mainframe products, partially offset by higher sales of our distributed systems products, most predominantly *Serena Business Manager* and *Dimensions.* We also experienced lower than expected sales of our *Serena Release Manager* and *Serena Service Manager* products, which we attribute to the recent introduction of these products and the relative inexperience of our sales organization with selling these products within the target markets as well as continuing adverse worldwide economic conditions, particularly in Europe. Our core ALM products continue to make up nearly all of our total software licenses revenue. Combined, our core ALM products accounted for $7.7 million, or 97%, of total software licenses revenue in the quarter ended April 30, 2012, as compared to $7.8 million, or 89%, in the same quarter a year ago. Distributed systems products accounted for $5.8 million, or 73%, of total software licenses revenue in the quarter ended April 30, 212, as compared to $4.2 million, or 47%, in the same quarter a year ago. We expect that our *Serena Release Manager* and *Serena Service Manager* products will account for a substantial portion of our software licenses revenue growth in the future as our sales organization becomes more familiar with selling these products. We also expect that *Dimensions, Professional* and *Serena Business Manager* family of products will account for a substantial portion of our software licenses revenue in the future. We expect our software licenses revenue for the fiscal quarter ending July 31, 2012 to increase sequentially when compared to the fiscal quarter ended April 30, 2012.

Maintenance. Maintenance revenue as a percentage of total revenue was 72% in the quarter ended April 30, 2012, as compared to 70% in the same quarter a year ago. For the current quarter, when compared to the same quarter a year ago, the decrease in maintenance revenue is primarily due to continued pricing pressures on maintenance renewals and maintenance contract cancellations. We expect maintenance revenue to remain generally flat in the near term as maintenance contracts continue to renew at consistent rates and we continue to sell software licenses, offset by continued pricing pressures on maintenance renewals.

Professional Services. Professional services revenue as a percentage of total revenue was 12% in both the quarter ended April 30, 2012 and the same quarter a year ago. For the current quarter, when compared to the same quarter a year ago, the decrease in professional services revenue is predominantly due to a decline in the number of consulting service engagements particularly in Europe, offset in part by, increases resulting from our focus on solution-oriented sales and expanded professional services organization. In general, professional services revenue is attributable to consulting opportunities in our installed customer base and expanding our consulting service capabilities. We expect professional services revenue to remain generally flat or slightly increase in the near term as we maintain our focus on selling solution-oriented offerings based on our ALM products and *Serena Business Manager* and *Serena Service Manager* family of products.

Cost of Revenue

Cost of revenue, consisting of cost of software licenses, cost of maintenance, cost of professional services and amortization of acquired technology, was 19% of total revenue in the quarter ended April 30, 2012, as compared to 25% in the same quarter a year ago. Our total cost of revenue decreased $3.2 million, or 26%, to $8.9 million in the quarter ended April 30, 2012 from $12.1 million in the same quarter a year ago. The decrease in total cost of revenues in the current quarter, when compared to the same quarter a year ago, was primarily due to our acquired technology associated with our merger in March 2006 having become fully amortized in the fiscal quarter ended April 30, 2011, offset in part by increases in cost of software licenses and cost of professional services.

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The following table summarizes cost of revenue for the periods indicated (in thousands, except percentages):

	Three Months Ended April 30,			
			Increase (Decrease)	
	2012	2011	In Dollars	In %
Cost of revenue:				
Software licenses	$ 547	$ 335	$ 212	63%
Maintenance	2,874	2,825	49	2%
Professional services	5,534	5,354	180	3%
Amortization of acquired technology		3,608	(3,608)	(100)%
Total cost of revenue	$ 8,955	$ 12,122	$ (3,167)	(26)%
Percentage of total revenue	19%	25%		

Software Licenses. Cost of software licenses consists principally of fees associated with integrating third party technology into our *Serena Release Automation, PVCS* and *Dimensions* distributed systems products and, to a lesser extent, salaries, bonuses and other costs associated with our product release organization. Cost of software licenses as a percentage of total software licenses revenue was 7% in the quarter ended April 30, 2012, as compared to 4% in the same quarter a year ago. The increase in both absolute dollars and as a percentage of total software licenses revenue in the quarter ended April 30, 2012, when compared to the same quarter a year ago, was primarily due to increases in sales of our *Serena Release Automation* product and certain other distributed systems products that have fees associated with distributing a third party product and integrating third party technology into our products.

Maintenance. Cost of maintenance consists primarily of salaries, bonuses and other costs associated with our customer support organization. Cost of maintenance as a percentage of total maintenance revenue was 8% in both the current quarter ended April 30, 2012 and the same quarter a year ago. For the current quarter, when compared to the same quarter a year ago, cost of maintenance remained generally flat in both absolute dollars and as a percentage of maintenance revenue as general cost increases associated with our customer support organization were offset by decreases in expenses associated with our prior restructuring and other cost cutting initiatives.

Professional Services. Cost of professional services consists of salaries, bonuses and other costs associated with supporting and growing our professional services organization. Cost of professional services as a percentage of total professional services revenue was 98% the quarter ended April 30, 2012, as compared to 94% in the same quarter a year ago. For the current quarter, when compared to the same quarter a year ago, the increase in the cost of professional services in absolute dollars was predominantly due to increases in headcount to support our growing professional services organization.

Amortization of Acquired Technology. In connection with our merger in March 2006, and to a lesser extent small technology acquisitions in March 2006, October 2006 and September 2008, we have recorded $178.7 million in acquired technology. The acquired technology associated with our merger in March 2006 became fully amortized in the fiscal quarter ended April 30, 2011. Amortization expense was predominantly due to the acquired technology recorded in connection with the March 2006 merger.

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Operating Expenses

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

	Three Months Ended April 30,			
			Increase (Decrease)	
	2012	2011	In Dollars	In %
Operating expenses:				
Sales and marketing	$ 14,833	$ 14,438	$ 395	3%
Research and development	6,975	6,698	277	4%
General and administrative	3,915	3,527	388	11%
Amortization of intangible assets	9,183	9,203	(20)	
Restructuring, acquisition & other charges	392	612	(220)	(36)%
Total operating expenses	$ 35,298	$ 34,478	$ 820	2%
Percentage of total revenue	73%	70%		

Sales and Marketing. Sales and marketing expenses consist primarily of salaries, commissions and bonuses, payroll taxes and employee benefits as well as travel, entertainment and marketing expenses. Sales and marketing expenses as a percentage of total revenue were 31% in the quarter ended April 30, 2012, as compared to 29% in the same quarter a year ago. For the quarter ended April 30, 2012, when compared to the same quarter a year ago, in both absolute dollars and as a percentage of total revenue, the increase in sales and marketing expenses was primarily the result of growing our sales and marketing organizations to support future software licenses sales and marketing programs. In absolute dollar terms, we expect sales and marketing expenses to increase over the near term.

Research and Development. Research and development expenses consist primarily of salaries, bonuses, payroll taxes, employee benefits and costs attributable to research and development activities. Research and development expenses as a percentage of total revenue were 14% in both the quarter ended April 30, 2012 and the same quarter a year ago. For the quarter ended April 30, 2012, when compared to the same quarter a year ago, the increase in research and development expenses in absolute dollars was primarily attributable to an increase in stock-based compensation expense totaling $0.4 million in the current quarter when compared to the same quarter a year ago, offset in part by decreases in research and development expenses from restructuring and other cost cutting initiatives, including moving some of our research and development activities to lower cost offshore locations put in place in the first quarter of fiscal 2012. We expect research and development expenses to increase in the near term.

General and Administrative. General and administrative expenses consist primarily of salaries, bonuses, payroll taxes, benefits and certain other administrative costs, including legal and accounting fees and bad debt. General and administrative expenses as a percentage of total revenue were 8% in the quarter ended April 30, 2012, as compared to 7% in the same quarter a year ago. For the quarter ended April 30, 2012, when compared to the same quarter a year ago, the increase in general and administrative expenses in both absolute dollars and as a percentage of total revenue was primarily attributable to growing our general and administrative organizations to support our business and fluctuations in foreign currency rates, all partially offset by restructuring and other cost cutting initiatives put in place in the first quarter of fiscal 2012 and a decrease in stock-based compensation expense. We expect general and administrative expenses to increase in the near term as we grow out our general and administrative organization to support our business.

Amortization of Intangible Assets. In connection with our merger in March 2006, and to a lesser extent a small technology acquisition in October 2006, we have recorded $300.0 million in identifiable intangible assets, reduced by amortization totaling $231.9 million as of April 30, 2012. For the current quarter ended April 30, 2012 and the same quarter a year ago, amortization expense was predominantly due to the identifiable intangible assets recorded in connection with the merger. Assuming there are no impairments and no acquisitions, we expect to record $9.1 million in amortization expense in each of the next seven fiscal quarters, and finally, $3.9 million in amortization expense in the first quarter of fiscal 2015 following thereafter.

Restructuring, Acquisition and Other Charges. In connection with our restructuring plans put in place in February 2011, and severance and other employee related costs, sponsor fees and other charges not part of ongoing operations, we recorded $0.4 million in restructuring, acquisition and other charges in the quarter ended April 30, 2012, as compared to $0.6 million in the same quarter a year ago. Restructuring, acquisition and other charges for the quarter ended April 30, 2012 and 2011 are categorized as follows (in thousands):

	Three Months Ended April 30,	
	2012	**2011**
Sponsor fees, administration fees and other costs related to the merger and the issuance of debt	$ 311	$ 309
Restructuring charges consisting principally of severance, payroll taxes and other employee benefits, facilities closures and legal and other miscellaneous costs(1)		163
Other redundancy costs not related to our restructuring plans including severance and other employee related costs, costs to establish or liquidate entities, and other miscellaneous costs not part of ongoing operations	81	140
Total restructuring, acquisition and other charges	$ 392	$ 612

(1) See Note 3 of notes to our unaudited condensed consolidated financial statements for additional information related to our restructuring plans.

Other Income (Expense)

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

	Three Months Ended April 30,			
			Increase (Decrease)	
	2012	**2011**	**In Dollars**	**In %**
Other income (expense):				
Interest income	$ 52	$ 42	$ 10	24%
Interest expense	(6,619)	(6,199)	(420)	7%
Amortization and write-off of debt issuance costs	(549)	(360)	(189)	53%
Amend and extend transaction fees	(577)	(1,487)	910	(61)%
Total other income (expense)	$ (7,693)	$ (8,004)	$ (311)	(4)%
Percentage of total revenue	(16)%	(16)%		

Interest Income. For the current quarter ended April 30, 2012, when compared to the same quarter a year ago, the increase in interest income is predominantly due to increases in cash balances resulting from the accumulation of free cash flows from operations.

Interest Expense. For the quarter ended April 30, 2012, when compared to the same quarter a year ago, the increase in interest expense is predominantly due to the 200 basis point increases in the extended facilities interest rates resulting from both the amend and extend transaction early in the first fiscal quarter ended April 30, 2011 and amend and extend transaction late in the first fiscal quarter ended April 30, 2012, offset in part by our

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paying down principal on our term loan totaling $7.5 million in the quarter ended April 30, 2011 and paying down principal on our non-extended 2012 revolving credit facility and extended 2015 revolving credit facility totaling $25.7 million and $9.3 million, respectively, in the fiscal quarter ended October 31, 2011. See Note 6 of notes to our unaudited condensed consolidated financial statements included elsewhere in this report for additional information related to our debt.

Amortization and Write-Off of Debt Issuance Costs. In connection with the merger, the amended and restated senior secured credit agreement in March 2011 and the extension agreement and amendment in April 2012, we capitalized $16.1 million, $0.5 million and $3.2 million in debt issuance costs, respectively, reduced by accumulated amortization totaling $12.6 million as of April 30, 2012. We recorded $0.5 million in amortization and write-off of debt issuance costs in the quarter ended April 30, 2012, as compared to $0.4 million in the same quarter a year ago. The write-offs of unamortized debt issuance costs in the quarter ended April 30, 2012 were associated with the early extinguishment of our non-extended term loans and totaled $0.3 million. There were no write-offs of unamortized debt issuance costs in the year ago quarter ended April 30, 2011.

Amend and Extend Transaction Fees. In connection with the Extension Agreement and Amendment, we incurred $0.6 million of fees, which were immediately expensed in the quarter ended April 30, 2012. In connection with the amended and restated senior secured credit agreement entered into in March 2011, we incurred $1.5 million of fees, which were immediately expensed in the quarter ended April 30, 2011. For additional information regarding the amended and restated senior secured credit agreement, see *Liquidity and Capital Resources Senior Secured Credit Agreement* below and Note 6 of notes to our unaudited condensed consolidated financial statements, *Senior Secured Credit Agreement.*

Income Tax Benefit

The following table summarizes income tax benefit for the periods indicated (in thousands, except percentages):

	Three Months Ended April 30,			
			Increase (Decrease)	
	2012	**2011**	**In Dollars**	**In %**
Income tax benefit	$ (914)	$ (517)	$ (397)	77%
Percentage of total revenue	(2)%	(1)%		

Income Tax Benefit. The income tax benefit was $0.9 million in the quarter ended April 30, 2012, as compared $0.5 million and in the same quarter a year ago. Our projected effective income tax rate for fiscal year 2013 is 17%. Our effective income tax rate for fiscal year 2012 was 9%. Our effective income tax rate differs from the federal statutory rate of 35% primarily due to the impacts of permanently reinvested foreign earnings and the domestic production deduction. During periods where we experience losses, these items will generally increase the effective income tax rate above the statutory rate, whereas, they will reduce the effective income tax rate below the statutory rate during periods where we have income. See Note 8 of notes to our unaudited condensed consolidated financial statements included elsewhere in this report for further information regarding income taxes and its impact on our results of operations and financial position.

Liquidity and Capital Resources

Cash and Cash Equivalents. Since our inception, we have financed our operations and met our capital expenditure requirements through cash flows from operations. As of April 30, 2012, we had $116.7 million in cash and cash equivalents. Approximately 20% of our cash and cash equivalents were held by foreign subsidiaries as of April 30, 2012. Our intent is to permanently reinvest our earnings from certain foreign operations. We do not anticipate a need to repatriate dividends from foreign operations that are permanently reinvested in order to fund operations.

Net Cash Provided by Operating Activities. Cash flows provided by operating activities were $11.7 million and $1.3 million in the quarter ended April 30, 2012 and the same quarter a year ago, respectively. In the quarter ended April 30, 2012, our cash flows provided by operating activities exceeded net loss principally due to the inclusion of non-cash expenses in net loss, cash collections in advance of revenue recognition for maintenance contracts and a decrease in accounts receivable, all partially offset by interest payments made on the term credit facility and senior subordinated notes totaling $10.0 million, a decrease in accrued expenses and other liabilities, and income tax payments net of refunds totaling $1.7 million. In the quarter ended April 30, 2011, our cash flows provided by operating activities exceeded net loss principally due to the inclusion of non-cash expenses in net loss, a decrease in accounts receivable and cash collections in advance of revenue recognition for maintenance contracts, all partially offset by interest payments made on the term credit facility and senior subordinated notes totaling $9.1 million, a decrease in accrued expenses and other liabilities, income tax payments net of refunds totaling $3.6 million, and an increase in prepaid expenses and other assets.

Net Cash Used in Investing Activities. Net cash used in investing activities was $0.5 million and $2.2 million in the quarter ended April 30, 2012 and the same quarter a year ago, respectively. In the quarter ended April 30, 2012, net cash used in investing activities related to the purchase of computer equipment and office furniture and equipment totaling $0.4 million and the purchase of software totaling $0.1 million. In the quarter ended April 30, 2011, net cash used in investing activities related to the purchase of computer equipment and office furniture and equipment totaling $2.1 million and the purchase of software totaling $0.1 million.

Net Cash Used in Financing Activities. Net cash used in financing activities was $3.8 million and $9.3 million in the quarter ended April 30, 2012 and the same quarter a year ago, respectively. In the quarter ended April 30, 2012, net cash used in financing activities principally related to debt issuance costs paid associated with the amend and extend transaction in April 2012 totaling $3.8 million. In the quarter ended April 30, 2011, net cash used in financing activities principally related to principal payments made on the term loan totaling $7.5 million and debt issue costs paid associated with the amend and extend transaction in March 2011 totaling $1.8 million.

Contractual Obligations and Commitments

As a result of the acquisition transactions related to our merger in March 2006, we became highly leveraged. As of April 30, 2012, we had outstanding $442.8 million in aggregate indebtedness. Our liquidity requirements are significant, primarily due to debt service obligations. Our cash interest paid in the quarter ended April 30, 2012 was $10.0 million, as compared to $9.1 million in the same quarter a year ago.

We believe that current cash and cash equivalents, and cash flows from operations will satisfy our working capital and capital expenditure requirements for the twelve months ending April 30, 2013. 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.

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The following is a summary of our various contractual commitments as of April 30, 2012, including non-cancelable operating lease agreements for office space that expire between calendar years 2012 and 2018. All periods start from May 1, 2012.

	Payments Due by Period(2)				
	Total	Less than 1 year	1-3 years (in thousands)	3-5 years	Thereafter
Operating lease obligations	$ 13,056	$ 2,110	$ 4,591	$ 3,248	$ 3,107
Credit Facility:					
2016 Tranche B Term Loans due March 10, 2016	117,399	8,400		108,999	
2016 Extended Term Loans due March 10, 2016	191,101			191,101	
Senior Subordinated Notes due March 15, 2016	134,265			134,265	
Scheduled interest on debt(1)	108,867	28,426	56,002	24,439	
	$ 564,688	$ 38,936	$ 60,593	$ 462,052	$ 3,107

(1) Scheduled interest on debt is calculated through each instrument s due date and assumes no unscheduled principal paydowns or borrowings. Scheduled interest on debt includes the 2016 Tranche B term loan due March 10, 2016 at an annual rate of 5.0%, which is the rate in effect as of April 30, 2012, the 2016 extended term loan due March 10, 2016 at an annual rate of 4.47455%, which is the rate in effect as of April 30, 2012, the commitment fee on the unutilized amount of the revolving term credit facility due March 10, 2015 at the annual rate of 0.375%, which is the rate in effect as of April 30, 2012, and the ten-year senior subordinated notes due March 15, 2016 at the stated annual rate of 10.375%.

(2) This table excludes our unrecognized tax benefits totaling $4.3 million as of April 30, 2012 since we have determined that the timing of payments with respect to this liability cannot be reasonably estimated.

Accounts Receivable and Deferred Revenue. At April 30, 2012, we had accounts receivable, net of allowances, of $17.1 million and total deferred revenue of $85.4 million.

Off-Balance Sheet Arrangements. As part of our ongoing operations, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, or SPEs, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of April 30, 2012, we were not involved in any unconsolidated SPE transactions.

Senior Secured Credit Agreement

In connection with the consummation of the merger, we entered into a senior secured credit agreement pursuant to a debt commitment we obtained from affiliates of the initial purchasers of our senior subordinated notes.

General. The borrower under the senior secured credit agreement initially was Spyglass Merger Corp. and immediately following completion of the merger became Serena. The senior secured credit agreement 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 acquisition transactions, 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, which includes a letter of credit facility and a swing line facility. In addition, subject to certain terms and conditions, the senior secured credit agreement provides for one or more uncommitted incremental term loan or revolving credit facilities in an aggregate amount not to exceed $150.0 million. Proceeds of the term loan on the initial borrowing date were used to partially finance the merger, to refinance certain indebtedness of Serena and to pay fees and expenses incurred in connection with the merger.

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Proceeds of the revolving credit facility have been, and any incremental facilities will be, used for working capital and general corporate purposes of the borrower and its restricted subsidiaries.

Amended and Restated Senior Secured Credit Agreement. On March 2, 2011 we entered into an amendment to our senior secured credit agreement to extend the final maturity date for the repayment of a portion of outstanding term loans, extend the commitment termination date of the commitments for a portion of the revolving credit facility and provide for additional flexibility in the financial covenants under the senior secured credit agreement. As a result of the amendment, $191.1 million of the existing term loans were extended and will mature on March 10, 2016 (the 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 $124.9 million of the existing term loans that were not extended (the non-extended term loans), and the $55.0 million of the existing revolving credit commitments that were not extended (the non-extended revolving credit commitments) were to continue to mature on March 10, 2013 and March 10, 2012, respectively. We refer to the extended term loans and extended revolving credit commitments collectively as the extended facilities, and the non-extended term loans and non-extended credit commitments collectively as the non-extended facilities. 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 will step up to 5.50x through the test periods ending on July 31, 2012 and will step 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. In connection with the amendment, Lehman Commercial Paper Inc. resigned as administrative agent, collateral agent, swingline lender and letter of credit issuer under the senior secured credit agreement and was replaced by Barclays Bank PLC.

On April 12, 2012 we entered into an Extension Agreement and Amendment No. 1 (the Extension Agreement and Amendment) to our senior secured credit agreement to extend the final maturity date of our non-extended term loans due March 10, 2013. As a result, a series of term loans to new and existing lenders was established and certain amounts to existing and departing lenders were repaid. This resulted in $84.4 million of the non extended term loans being effectively repaid or extinguished and the same amount being considered new borrowings. The incremental term loans and the newly extended term loans have identical terms and will be deemed for all purposes under the senior secured credit agreement to be the same class of loans (collectively, 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%), have a LIBOR floor of 1.0% and are subject to a prepayment premium of 1.0% if repaid or refinanced on or prior to April 12, 2013. The other terms and conditions of the 2016 Tranche B Term Loans are the same as those for the existing term loans due March 10, 2016. After giving effect to the Extension Agreement and Amendment and the repayment of the remaining non-extended term loans due March 10, 2013, all outstanding term loans under the senior secured credit agreement 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 senior secured credit agreement did not change. We paid each lender holding 2016 Tranche B Term Loans an original issuer discount equal to 1.5% of the principal amount of 2016 Tranche B Term Loans held by such lender.

The Extension Agreement and Amendment amended the senior secured credit agreement to provide us the ability to refinance outstanding loans with incremental loans borrowed under the senior secured credit agreement without reducing the overall incremental borrowing capacity of $150 million. The Extension Agreement and Amendment also amended the senior secured credit agreement to provide most favored nation pricing protection to the lenders of the original extended term loans and to the lenders of the 2016 Tranche B Term Loans if we enter into other new term loans under the senior secured credit agreement having an effective yield greater than 0.25% per annum over the effective yield of the 2016 Tranche B Term Loans or the original extended term loans.

Interest Rates and Fees. As of April 30, 2012, the aggregate principal amount outstanding under the secured credit agreement was $308.5 million, which consisted of $191.1 million of the extended term loans due March 10, 2016 and $117.4 million of the 2016 Tranche B Term Loans also due March 10, 2016. The extended term loans bear interest at a rate equal to three-month LIBOR plus 4.00%. That rate was 4.47455% as of April 30, 2012. The 2016 Tranche B Term Loans bear interest at a rate equal to three-month LIBOR plus 4.00% with a 1.00% LIBOR floor. That rate was 5.00000% as of April 30, 2012. The 2015 extended revolving term credit facility, of which $0.0 million was outstanding as of April 30, 2012, bears interest at a rate equal to three-month LIBOR plus 3.75%. That rate was 4.47455% as of April 30, 2012. In general, and after giving effect to the Extension Agreement and Amendment and the repayment in full of the non-extended term loans due March 10, 2013, the loans under the senior secured credit agreement bear interest, at the option of the borrower, at the following rates:

2016 Extended Term Loans due March 10, 2016:

- a rate equal to the LIBOR, plus an applicable margin of 4.00% (or, if we exceed a specified leverage ratio, 4.25%) or

- the alternate base rate, which is the higher of (1) the corporate base rate of interest announced by the administrative agent and (2) the Federal Funds rate plus 0.50%, plus, in each case, an applicable margin of 3.00% (or, if we exceed a specified leverage ratio, 3.25%).

2016 Tranche B Term Loans due March 10, 2016 and 2015 Extended Revolving Term Credit Facility:

- a rate equal to the London Interbank Offered Rate, or LIBOR, plus an applicable margin of (1) 4.00% (or, if we exceed a specified leverage ratio, 4.25%) (subject to a LIBOR floor of 1.00%) with respect to the 2016 Tranche B Term Loan and (2) 3.75% with respect to the revolving credit facility (or, if we exceed certain specified leverage ratios, 4.00%, 4.25% or 4.50%, depending on the actual ratio) or

- the alternate base rate, which is the higher of (1) the corporate base rate of interest announced by the administrative agent and (2) the Federal Funds rate plus 0.50%, plus, in each case, an applicable margin of (a) 3.00% (subject to an alternative base rate floor of 2.00%) with respect to the 2016 Tranche B Term Loan and (b) 2.75% with respect to the revolving credit facility (or, if we exceed certain specified leverage ratios, 3.00%, 3.25% or 3.50%, depending on the actual ratio).

Before our amendment of our senior secured credit agreement in March 2011, the revolving credit facility had 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 our borrowing $65.0 million under the revolving credit facility in the fiscal quarter ended October 31, 2008 and Lehman Commercial Paper, Inc., or LCPI, becoming a defaulting lender due to its failure to fund its portion of the loan commitment, the then annual commitment fee of 0.50% was not payable pursuant to the terms of the senior secured credit agreement until April 2010, when we repaid $30 million under the revolving credit facility. In connection with the amendment of our senior secured credit agreement in March 2011, Barclays Bank PLC assumed LCPI s revolving credit commitment of $10.0 million, which revived the applicable revolving credit commitment and resulted in total non-extended and extended revolving credit commitments of $75.0 million.

During the quarter ended October 31, 2011, we cancelled the non-extended 2012 revolving credit commitment totaling $55.0 million under the senior secured credit agreement. As a result of the cancellation, our annual commitment fee is limited to the extended 2015 revolving credit commitment totaling $20.0 million under the senior secured credit agreement. Effective February 1, 2011, the annual commitment fee was 0.375% per annum.

After our delivery of financial statements and a computation of the maximum ratio of total debt (defined in the senior secured credit agreement) to trailing four quarters of EBITDA (defined in the senior secured credit agreement), or total leverage ratio, for the first full quarter ending after the closing date of the merger, the applicable margins and the commitment fee became subject to a grid based on the most recent total leverage ratio.

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Prepayments. At our option, (1) amounts outstanding under the term loan may be voluntarily prepaid and (2) the unutilized portion of the commitments under the revolving credit facility may be permanently reduced and the loans under such facility may be voluntarily repaid, in each case subject to requirements as to minimum amounts and multiples, at any time in whole or in part without premium or penalty, except that (i) any prepayment of LIBOR rate advances other than at the end of the applicable interest periods will be made with reimbursement for any funding losses or redeployment costs of the lenders resulting from the prepayment and (ii) our 2016 Tranche B Term Loans are subject to a prepayment premium of 1.0% if prepaid on or before April 12, 2013, and our existing term loans due March 10, 2016 are subject to a prepayment premium of 2.0% if prepaid on or before March 2, 2012 and a prepayment premium of 1.0% if prepaid on or before March 2, 2013 but after March 2, 2012. Loans under the term loan and under any incremental term loan facility are subject to mandatory prepayment with (a) 50% of annual excess cash flow with certain step downs to be based on the most recent total leverage ratio and agreed upon by the issuer and the lenders, (b) 100% of net cash proceeds of asset sales and other asset dispositions by the borrower or any of its restricted subsidiaries, subject to various reinvestment rights of the company and other exceptions, and (c) 100% of the net cash proceeds of the issuance or incurrence of debt by the company or any of its restricted subsidiaries, subject to various baskets and exceptions.

We have made principal payments totaling $25 million and $55 million in each of the fiscal years ended January 31, 2007 and January 31, 2008, respectively, and $2 million in the fiscal year ended January 31, 2010 on the $400 million senior secured term loan.

In the fiscal year ended January 31, 2011, we made a mandatory principal payment totaling $2 million on the senior secured term loan and a voluntary principal payment totaling $30 million on the revolving term credit facility.

In the fiscal quarter ended April 30, 2011, we made a mandatory principal payment in the amount of $7.5 million under the term loan, which was applied against the outstanding principal balance of the non-extended term loans on a pro rata basis. In the fiscal quarter ended October 31, 2011, we made voluntary principal payments on the non-extended 2012 revolving credit facility and the extended 2015 revolving credit facility totaling $25.7 million and $9.3 million, respectively.

Guarantors. All obligations under the senior secured credit agreement are to be guaranteed by each future direct and indirect restricted subsidiary of the company, other than foreign subsidiaries. We do not have any domestic subsidiaries and, accordingly, there are no guarantors.

Security. All obligations of the company and each guarantor (if any) under the senior secured credit agreement are secured by the following:

- 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.

Covenants, Representations and Warranties. The senior secured credit agreement contains customary representations and warranties and customary affirmative and negative covenants, including, among other things, restrictions on indebtedness, investments, capital expenditures, sales of assets, mergers and acquisitions, liens and dividends and other distributions. There are no financial covenants included in the senior secured credit agreement, other than a minimum interest coverage ratio and a maximum total leverage ratio as discussed below under Covenant Compliance.

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Events of Default. Events of default under the senior secured credit agreement include, among others, nonpayment of principal or interest, covenant defaults, a material inaccuracy of representations or warranties, bankruptcy and insolvency events, cross defaults and a change of control.

Senior Subordinated Notes

As of April 30, 2012, we have outstanding $134.3 million principal amount of senior subordinated notes, bearing interest at a rate of 10.375%, payable semi-annually on March 15 and September 15, and maturing on March 15, 2016. Each of our domestic subsidiaries that guarantees the obligations under our senior secured credit agreement or other indebtedness will jointly, severally and unconditionally guarantee the notes on an unsecured senior subordinated basis. As of the date of this report, we do not have any domestic subsidiaries and, accordingly, there are no guarantors on such date. 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 subject to redemption at our 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.

In the fiscal year ended January 31, 2010, we repurchased, in six separate privately negotiated transactions, an aggregate of $24.4 million of principal amount of our original outstanding $200.0 million senior subordinated notes. In the fiscal year ended January 31, 2011, we repurchased, in two separate privately negotiated transactions, an aggregate of $8.7 million of principal amount of our original outstanding $200.0 million senior subordinated notes. These repurchases resulted in a gain of $4.6 million from the extinguishment of debt in the fiscal year ended January 31, 2010 and a loss of $0.2 million from the extinguishment of debt in the fiscal year ended January 31, 2011. We may from time to time repurchase our senior subordinated notes in open market or privately negotiated purchases or otherwise or redeem our senior subordinated notes pursuant to the terms of the indenture related to the notes.

Covenant Compliance

Our senior secured credit agreement and the indenture governing the senior subordinated notes 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.

In addition, under our senior secured credit agreement, we are required to satisfy and maintain specified financial ratios and other financial condition tests, including minimum interest coverage ratio and a maximum total leverage ratio. We were in compliance with all of the covenants under the senior secured credit agreement and indenture as of April 30, 2012. 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 our senior secured credit agreement. Upon the occurrence of an event of default under our senior secured credit agreement, all amounts outstanding under our senior secured credit agreement could be declared to be (or could automatically become) immediately due and payable and all commitments to extend further credit could be terminated.

Earnings before interest, taxes, depreciation and amortization, or EBITDA, is a non-GAAP financial measure used to determine our compliance with certain covenants contained in our senior secured credit agreement. Adjusted EBITDA represents EBITDA further adjusted to exclude certain defined unusual items and other adjustments permitted in calculating covenant compliance under our senior secured credit agreement. We believe that the presentation of Adjusted EBITDA is appropriate to provide additional information to investors regarding our compliance with the financial covenants under our senior secured credit agreement.

The breach of financial covenants in our senior secured credit agreement (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 senior secured credit agreement, 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 governing the senior subordinated notes. 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.

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 the senior secured credit agreement 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 senior secured credit agreement 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 loss, a GAAP measure of our operating results, to Adjusted EBITDA as defined in our debt agreements.

	Three Months Ended April 30,	
	2012	2011
Net loss	$ (3,113)	$ (4,895)
Interest expense (income), net(1)	7,693	8,004
Income tax benefit	(914)	(517)
Depreciation and amortization expense(2)	10,299	13,878
EBITDA	13,965	16,470
Restructuring, acquisition and other charges(3)	392	612
Adjusted EBITDA	$ 14,357	$ 17,082

(1) Interest expense (income), net includes interest income, interest expense, amortization and write off of debt issuance costs, and amend and extend transaction fees.

(2) Depreciation and amortization expense includes depreciation of fixed assets, amortization of leasehold improvements, amortization of acquired technologies, amortization of other intangible assets and amortization of stock-based compensation. See Note 2 of notes to our unaudited condensed consolidated financial statements for additional information related to stock-based compensation.

(3) Restructuring, acquisition and other charges include employee payroll, severance and other employee related costs associated with transitional activities that are not expected to be part of our ongoing operations, and travel and other direct costs associated with the merger. See Note 3 of notes to our unaudited condensed consolidated financial statements for additional information related to restructuring charges and accruals.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

We do not use derivative financial instruments in our investment portfolio and have no foreign exchange contracts. Our financial instruments consist of cash and cash equivalents, trade accounts receivable, accounts payable, term loan and secured indebtedness. We consider investments in highly liquid instruments purchased with an original maturity of 90 days or less to be cash equivalents. All of our cash equivalents principally consist of money market funds, and are classified as available-for-sale as of April 30, 2012. We are subject to interest rate risk on the variable interest rate of the unhedged portion of the secured term loan. Effective with the expiration of our interest rate swap contract on April 10, 2010, no portion of our variable interest rate secured term loan is hedged and management currently does not intend to enter into any swap contract to hedge any portion of the variable interest rate secured term loan. We do not believe that a hypothetical 25% fluctuation in the variable interest rate would have a material impact on our consolidated financial position or results of operations.

Interest Rate Risk. Historically, our exposure to market risk for changes in interest rates relates primarily to our short and long-term investments and short and long-term debt obligations.

As of April 30, 2012, we had $308.5 million of debt under our senior secured credit agreement. A 1% increase in these floating rates would increase annual interest expense by $3.1 million.

Foreign Exchange Risk. Sales to foreign countries accounted for approximately 31% of the total sales in the quarter ended April 30, 2012, as compared to 34% in the same quarter a year ago. Because we invoice certain foreign sales in currencies other than the United States dollar, predominantly the British pound sterling and euro, and do not hedge these transactions, fluctuations in exchange rates could adversely affect the translated results of operations of our foreign subsidiaries. Therefore, foreign exchange fluctuations could create a risk of significant balance sheet gains or losses on our consolidated financial statements. If the U.S. dollar strengthens against

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foreign currencies, our future net revenues could be adversely affected. However, given our foreign subsidiaries net book values as of April 30, 2012 and net cash flows for the most recent fiscal quarter ended April 30, 2012, we do not believe that a hypothetical 25% fluctuation in foreign currency exchange rates would have a material impact on our consolidated financial position or results of operations.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer, Chief Financial Officer and Chief Accounting 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 April 30, 2012. 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, Chief Financial Officer and Chief Accounting Officer have concluded that our disclosure controls and procedures were effective as of April 30, 2012.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting during the quarter ended April 30, 2012 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, Chief Financial Officer and Chief Accounting 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 quarterly 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, 2012.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

On February 26, 2012, one of our current employees exercised a stock option to acquire 12,672 shares of our common stock for an aggregate exercise price of $15,840. The exercise of the stock option was effected through the net exercise of the stock option, with 4,258 shares applied to the payment of the aggregate exercise price, 3,313 shares applied to the payment of applicable taxes and withholdings and 5,101 shares issued to the employee.

On February 27, 2012, one of our current employees exercised a stock option to acquire 6,336 shares of our common stock for an aggregate exercise price of $7,920. The exercise of the stock option was effected through the net exercise of the stock option, with 2,129 shares applied to the payment of the aggregate exercise price, 1,762 shares applied to the payment of applicable taxes and withholdings and 2,445 shares issued to the employee.

On February 27, 2012, one of our current employees exercised a stock option to acquire 1,100 shares of our common stock for an aggregate exercise price of $1,375. The exercise of the stock option was effected through a cash exercise of the stock option, with payment of the exercise price and applicable taxes and withholdings by the employee.

On February 28, 2012, one of our current employees exercised a stock option to acquire 5,280 shares of our common stock for an aggregate exercise price of $6,600. The exercise of the stock option was effected through the net exercise of the stock option, with 1,774 shares applied to the payment of the aggregate exercise price, 1,469 shares applied to the payment of applicable taxes and withholdings and 2,037 shares issued to the employee.

On February 29, 2012, one of our current employees exercised a stock option to acquire 5,337 shares of our common stock for an aggregate exercise price of $6,671. The exercise of the stock option was effected through the net exercise of the stock option, with 1,794 shares applied to the payment of the aggregate exercise price, 1,843 shares applied to the payment of applicable taxes and withholdings and 1,700 shares issued to the employee.

On March 1, 2012, one of our current employees exercised a stock option to acquire 63,360 shares of our common stock for an aggregate exercise price of $79,200. The exercise of the stock option was effected through the net exercise of the stock option, with 21,291 shares applied to the payment of the aggregate exercise price, 15,926 shares applied to the payment of applicable taxes and withholdings and 26,143 shares issued to the employee.

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On March 5, 2012, one of our current employees exercised a stock option to acquire 2,633 shares of our common stock for an aggregate exercise price of $3,291. The exercise of the stock option was effected through the net exercise of the stock option, with 885 shares applied to the payment of the aggregate exercise price, 732 shares applied to the payment of applicable taxes and withholdings and 1,016 shares issued to the employee.

On March 5, 2012, one of our current employees exercised a stock option to acquire 5,268 shares of our common stock for an aggregate exercise price of $6,585. The exercise of the stock option was effected through the net exercise of the stock option, with 1,771 shares applied to the payment of the aggregate exercise price, 1,469 shares applied to the payment of applicable taxes and withholdings and 2,028 shares issued to the employee.

On March 6, 2012, one of our current employees exercised a stock option to acquire 15,805 shares of our common stock for an aggregate exercise price of $19,756. The exercise of the stock option was effected through the net exercise of the stock option, with 5,311 shares applied to the payment of the aggregate exercise price, 2,598 shares applied to the payment of applicable taxes and withholdings and 7,896 shares issued to the employee.

On April 14, 2012, one of our current employees exercised a stock option to acquire 4,063 shares of our common stock for an aggregate exercise price of $5,079. The exercise of the stock option was effected through a cash exercise of the stock option, with payment of the exercise price and applicable taxes and withholdings by the employee.

The foregoing shares were issued under an exemption from registration requirements pursuant to Rule 701 under the Securities Act of 1933, which provides an exception for offers and sales pursuant to certain compensatory benefit plans.

ITEM 3. Defaults Upon Senior Securities

Not Applicable

ITEM 4. Mine Safety Disclosures

Not Applicable

ITEM 5. Other Information

Not Applicable

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ITEM 6. Exhibits

Exhibit No.	Exhibit Description
10.1	Office Lease dated March 16, 2012 between Legacy Partners II San Mateo Plaza, LLC and Serena Software, Inc. (for new headquarter facilities located in San Mateo, California) (incorporated by reference to Exhibit 10.3 to the registrant s annual report on Form 10-K (File No. 000-25285), filed with the SEC on April 30, 2012)
10.2	Extension Agreement and Amendment No. 1 among Serena Software, Inc., Barclays Bank PLC, as Administrative Agent and Collateral Agent, and the lending institutions from time to time parties thereto, dated as of April 12, 2012 (incorporated by reference to Exhibit 10.8 to the registrant s annual report on Form 10-K (File No. 000-25285), filed with the SEC on April 30, 2012)
10.3*	FY 2013 Executive Annual Incentive Plan (incorporated by reference to Exhibit 10.33 to the registrant s annual report on Form 10-K (File No. 000-25285), filed with the SEC on April 30, 2012)
10.4*	FY 2013 Management Annual Incentive Plan (incorporated by reference to Exhibit 10.34 to the registrant s annual report on Form 10-K (File No. 000-25285), filed with the SEC on April 30, 2012)
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
31.03	Certification of Chief Accounting 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
32.03	Certification of Chief Accounting 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 April 30, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of April 30, 2012 (Unaudited) and January 31, 2012, (ii) Condensed Consolidated Statements of Operations (Unaudited) for the three months ended April 30, 2012 and 2011, (iii) Condensed Consolidated Statements of Cash Flows (Unaudited) for the three months ended April 30, 2012 and 2011 and (iv) the Notes to Condensed Consolidated Financial Statements (Unaudited)

* Indicates a management contract or compensatory plan or arrangement.
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, is deemed not filed for purposes of section 18 of the Exchange Act of 1934, and is not subject to liability under these sections, in accordance with Rule 406T of Regulation S-T.

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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/ JOHN NUGENT
John Nugent
President and Chief Executive Officer (Principal Executive Officer)

By: /s/ JOHN J. ALVES
John J. Alves
Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)

Date: May 25, 2012

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