

SABA SOFTWARE INC  
Form 8-K  
January 09, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 7, 2009**

**Saba Software, Inc.**

(Exact Name of Registrant as Specified in Charter)

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

**000-30221**  
(Commission File Number)

**94-3267638**  
(IRS Employer  
Identification No.)

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2400 Bridge Parkway, Redwood Shores,

California  
(Address of Principal Executive Offices)

94065-1166  
(Zip Code)

Registrant's telephone number, including area code (650) 581-2500

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 7, 2009, the Board of Directors (the *Board*) of Saba Software, Inc., a Delaware corporation (the *Company*), adopted an Executive Officers Incentive Plan (the *Bonus Plan*).

Pursuant to the Bonus Plan, the Company's executive officers are eligible to receive incentive compensation in the form of annual bonuses (the *Annual Bonuses*).

Fifty percent (50%) of the respective Annual Bonuses of the Chief Executive Officer and Executive Vice President, Corporate Development was awarded for the first half of the Company's current fiscal year.

Payment of the remaining fifty percent (50%) of the Annual Bonuses of the Chief Executive Officer and Executive Vice President, Corporate Development and fifty percent (50%) of the Annual Bonus for the Chief Financial Officer (collectively, the *Second Half Bonuses*) are based on the achievement by the Company of certain fiscal 2009 cash earnings per share financial metrics (the *Financial Metrics*) established by the Board. The Second Half Bonuses may be reduced for failure to achieve minimum Financial Metrics and may be eliminated entirely if the Financial Metrics fall below a certain threshold. The Second Half Bonuses awarded under the Bonus Plan generally will be payable in cash after the end of the fiscal year during which such Second Half Bonuses were earned. The Compensation Committee or the Board may pay discretionary bonuses in addition to the Annual Bonuses.

The foregoing summary of the Bonus Plan is subject to, and qualified in its entirety by, the Bonus Plan, which is attached as Exhibit 10.20 to this Form 8-K, and is incorporated herein by reference in its entirety.

**Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

10.20 Executive Officers Incentive Plan

**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 hereunto duly authorized.

Saba Software, Inc.

(Registrant)

Date: January 9, 2009

/s/ William Slater  
(Signature)  
William Slater  
Chief Financial Officer

**EXHIBIT INDEX**

10.20 Executive Officers Incentive Plan