

Mandeborg Richard
Form 3
February 06, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Mandeborg Richard | | (Month/Day/Year) | SUPPORTSOFT INC [SPRT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/29/2008 | | |
| 1900 SEAPORT BLVD., 3RD FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| REDWOOD CITY, CA 94063 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Executive Vice President | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽³⁾ | 1,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Expiration Date | Amount or Number of Shares | Amount or Number of Shares | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|----------------------------|----------------------------|----------------------------|---|
| Non-Qualified Stock Options | 12/18/2007 ⁽¹⁾ | 12/18/2013 | Common Stock | 374,000 \$ 5.18 | D | Â |
| Non-Qualified Stock Option | 12/13/2007 ⁽²⁾ | 11/13/2014 | Common Stock | 100,000 \$ 4.1 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mandeberg Richard 1900 SEAPORT BLVD., 3RD FLOOR REDWOOD CITY, CA 94063 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Anne-Marie Eileraas, by power of attorney 02/06/2008

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% of shares subject to the grant vests on 12/18/07 and the remaining shares vest at a rate of 1/48th of the shares subject to the grant on each monthly anniversary thereafter up to 12/18/10.
- (2) 1/48th of the shares subject to the grant vests monthly from the date of grant up to 11/13/2011. Grant date and vesting commencement date is 11/13/07.
- (3) Since the date of the event requiring this statement, Mr. Mandeberg has acquired 1,000 shares of common stock via SupportSoft, Inc's ESPP plan.

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Remarks:

Exhibit 24. Power of Attorney attached.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.