

SERENA SOFTWARE INC
 Form 424B3
 September 08, 2004

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-112770

PROSPECTUS SUPPLEMENT DATED SEPTEMBER 8, 2004

(To Prospectus filed on June 8, 2004)

SERENA SOFTWARE, INC.

\$220,000,000

1½% Convertible Subordinated Notes Due 2023 and

9,912,588 shares of Common Stock Issuable Upon Conversion of the Notes

This Prospectus Supplement, together with the Prospectus listed above, is to be used by certain holders of the above referenced securities or by their transferees, pledges, donees or their successors in connection with the offer and sale of the above referenced securities.

1. Selling Securityholders

The table captioned Selling Securityholders commencing on page 55 of the Prospectus is hereby amended to reflect the following additions and changes.

| Name | Principal Amount at Maturity of Notes Beneficially Owned that May be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock that May be Sold ⁽¹⁾ | Percentage of Common Stock Outstanding ⁽²⁾ |
|--|--|---------------------------------------|--|--|
| Merrill Lynch, Pierce, Fenner & Smith, Inc. ⁽³⁾ | \$ 5,120,000 | 2.3% | 230,692 | * |
| Standard Fire Insurance Company ⁽⁴⁾ | \$ 150,000 | * | 6,758 | * |

* Less than 1%

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- (1) Assumes conversion of all of the holder's notes at a conversion rate of 45.0577 shares per \$1,000 principal amount of the notes (representing an initial conversion price of approximately \$22.194 per share of common stock). However, this conversion price will be subject to adjustment as described under Description of Notes Conversion of Notes. As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 39,162,539 shares of common stock outstanding as of October 31, 2003. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's notes. However, we did not assume the conversion of any other holder's notes. We are assuming that the security holders do not own any other stock in the Company.
- (3) The securityholder is a registered broker-dealer and a reporting company.
- (4) The securityholder is a reporting company.

2. Plan of Distribution

The following sentence supersedes in part and supplements the information in the fourth paragraph in the Plan of Distribution section in the Prospectus.

To our knowledge, CIBC World Markets, Citigroup Global Markets, Inc., Deutsche Bank Securities, Inc., Grace Brothers Ltd., Grace Convertible Arbitrage Fund, Ltd., JP Morgan Securities, Inc., Merrill, Lynch, Pierce, Fenner & Smith Inc. and UBS Securities LLC are the only selling securityholders who are registered broker-dealers and, as such, they are underwriters of the notes and the underlying common stock within the meaning of the Securities Act.