

SERENA SOFTWARE INC
Form 15-12G
March 23, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 000-25285

SERENA Software, Inc.

(Exact name of registrant as specified in its charter)

2755 Campus Drive, 3rd Floor, San Mateo, California 94403-2538, Telephone: 650-522-6600

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

Common Stock, \$0.001 par value

(Title of each class of securities covered by this Form)

1½% Convertible Subordinated Notes due 2023

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

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| | | | |
|----------------------|----|----------------------|----|
| Rule 12g-4(a)(1)(i) | x | Rule 12h-3(b)(1)(i) | x |
| Rule 12g-4(a)(1)(ii) | .. | Rule 12h-3(b)(1)(ii) | .. |
| Rule 12g-4(a)(2)(i) | .. | Rule 12h-3(b)(2)(i) | .. |
| Rule 12g-4(a)(2)(ii) | .. | Rule 12h-3(b)(2)(ii) | .. |
| | | Rule 15d-6 | .. |

Approximate number of holders of record as of the certification or notice date: 25

Pursuant to the requirements of the Securities Exchange Act of 1934 Serena Software, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 23, 2006

By: /s/ Mark E. Woodward
Name: Mark E. Woodward
Title: Chief Executive Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities and Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.