

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-05-16** | Period of Report: **2013-05-09**
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REPORTING OWNER

Duan Jimmy C.

CIK: [1447252](#)

Type: **3** | Act: **34** | File No.: [000-50463](#) | Film No.: **13853019**

Mailing Address
6200 STONERIDGE MALL
ROAD
SUITE 500
PLEASANTON CA 94588

ISSUER

CALLIDUS SOFTWARE INC

CIK: [1035748](#) | IRS No.: **770438629** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7371** Computer programming services

Mailing Address
6200 STONERIDGE MALL
ROAD
SUITE 500
PLEASANTON CA 94588

Business Address
6200 STONERIDGE MALL
ROAD
SUITE 500
PLEASANTON CA 94588
925-251-2200

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

1. Name and Address of Reporting Person <u>Duan Jimmy C.</u> (Last) (First) (Middle) C/O CALLIDUS SOFTWARE INC., 6200 STONERIDGE MALL ROAD, SUITE 500 (Street) PLEASANTON, CA 94588 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) 05/09/2013	3. Issuer Name and Ticker or Trading Symbol <u>CALLIDUS SOFTWARE INC [CALD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>SVP, Chief Technology Officer</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 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	174,143 ⁽¹⁾	D	

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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. This amount includes 45,270 unvested shares from three previously granted restricted stock unit (RSU) awards. The first RSU award was granted on 2/28/2011 and vests quarterly over three years - 24,790 shares from that award have yet to vest. The second RSU award was granted on 2/29/2012 and vests quarterly over two years - 16,605 shares from that award have yet to vest. The third RSU award was granted on 4/24/2012 and fifty percent vested on the first anniversary of the award and the remaining vest quarterly over one year - 3,875 shares from that award have yet to vest.

Signatures

/s/ Michelle Novotny For: Jimmy Duan
 ** Signature of Reporting Person

05/16/2013
 Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Scott Baumgartner, Michelle Novotny, Amy Ainsworth, and Leslie Stretch as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder of Callidus Software Inc. (the "**Company**"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th date of May 2013.

Signature: /s/ Jimmy C. Duan

Print Name: Jimmy C. Duan