

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2013-01-09**  
SEC Accession No. [0001085146-13-000029](#)

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **KAYAK Software Corp**

CIK: [1312928](#) | IRS No.: [542139807](#) | State of Incorporation: **DE**  
Type: **SC 13G** | Act: **34** | File No.: [005-86945](#) | Film No.: [13519635](#)  
SIC: **7389** Business services, nec

Mailing Address	Business Address
<i>55 NORTH WATER STREET SUITE 1 NORWALK CT 06854</i>	<i>55 NORTH WATER STREET SUITE 1 NORWALK CT 06854 2038993100</i>

### FILED BY

#### **CNH PARTNERS LLC**

CIK: [1167456](#) | IRS No.: [134172062](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G**

Mailing Address	Business Address
<i>TWO GREENWICH PLAZA 3RD FLOOR GREENWICH CT 06830</i>	<i>TWO GREENWICH PLAZA 3RD FLOOR GREENWICH CT 06830 203-742-3600</i>

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**Kayak Software Corp.**

\_\_\_\_\_  
(Name of Issuer)

**Common Stock**

\_\_\_\_\_  
(Title of Class of Securities)

**486577109**

\_\_\_\_\_  
(CUSIP Number)

**December 31, 2012**

\_\_\_\_\_  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

**CUSIP No.: 486577109**

1	NAME OF REPORTING PERSON CNH Partners, LLC  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 134172062	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 589,972
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 589,972
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 589,972	

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.86%
12	TYPE OF REPORTING PERSON IA

CUSIP No.: 486577109

**ITEM 1(a). NAME OF ISSUER:**

Kayak Software Corp.

**ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

55 NORTH WATER STREET SUITE 1 NORWALK CT 06854

**ITEM 2(a). NAME OF PERSON FILING:**

CNH Partners, LLC

**ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

2 GREENWICH PLAZA GREENWICH, CT 06830

**ITEM 2(c). CITIZENSHIP:**

Delaware, USA

**ITEM 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock

**ITEM 2(e). CUSIP NUMBER:**

486577109

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

**ITEM 4. OWNERSHIP:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

589,972

(b) Percent of class:

12.86%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

589,972

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

589,972

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

CNH Partners, LLC serves as the investment manager to the AQR Diversified Arbitrage Fund, an open-end registered investment company, which holds 9.0% of the total listed in Item 4(b).

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

**ITEM 10. CERTIFICATION:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 09, 2013

Date  
CNH Partners, LLC

Signature

\_\_\_\_\_  
/s/ Abdon Bolivar

Name/Title

\_\_\_\_\_  
Abdon Bolivar, Chief Compliance Officer

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).