UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 73202 / September 24, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-16161

In the Matter of
SABA SOFTWARE, INC.
Respondent.

ORDER INSTITUTING ADMINISTRATIVE PROCEEDINGS PURSUANT TO SECTION 12(j) OF THE SECURITIES EXCHANGE ACT OF 1934, MAKING FINDINGS, ACCEPTING SETTLEMENT, IMPLEMENTING SETTLEMENT, AND STAYING PROCEEDINGS TO IMPLEMENT SETTLEMENT

I.

The Securities and Exchange Commission ("Commission") deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Exchange Act") against Saba Software, Inc. ("Saba" or "Respondent").

II.

In anticipation of the institution of these proceedings, Saba has submitted an Offer of Settlement Regarding Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Offer"), which the Commission has determined to accept. Solely for the purpose of these proceedings, and any other proceedings brought by or on behalf of the Commission or in which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934, Making Findings, Accepting Settlement, Implementing Settlement, and Staying Proceedings to Implement Settlement ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds[1] that:

A.   Saba Software, Inc. is a Delaware corporation based in Redwood Shores, California. At all relevant times, Saba's common stock has been registered pursuant to Section 12 of the Exchange Act. From its IPO in April 2000 until July 31, 2006, its common stock was registered pursuant to Section 12(g). Thereafter, until June 2013, it was registered pursuant to Section 12(b). It traded on the Nasdaq Global Market until it was suspended on April 9, 2013, and then it was delisted effective June 17, 2013 for failure to remain compliant with its SEC reporting obligations. Upon its delisting and deregistration from Section 12(b), it reverted to its previous Section 12(g) registration. Its common stock is currently registered pursuant to Section 12(g) and traded on the OTC Markets. Saba has not filed any periodic reports since January 6, 2012, when it filed its Form 10-Q for the quarter ended November 30, 2011.

B.   Saba has failed to comply with Exchange Act Section 13(a), and Rules 13a-1 and 13a-13 thereunder, because it has not filed any periodic reports since it filed on January 6, 2012 its Form 10-Q for the period ending November 30, 2011.

IV.

Saba in an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings and Imposing a Cease-and-Desist Order ("Cease-and-Desist Order") entered against it on September 23, 2014 has undertaken, among other things, to file with the Commission its 2014 Annual Report (as defined in paragraph 39 of the Cease-and-Desist Order), by no later than 5:30 p.m. EST on February 16, 2015.

V.

IT IS ORDERED THAT, if Saba files its 2014 Annual Report by 5:30 p.m. EST on February 16, 2015 in accordance with the undertaking in paragraph 41 of the Cease-and-Desist Order, and if the Division of Enforcement raises no objection to Saba's filing in accordance with paragraph 42(1) of the Cease-and-Desist Order, or if the Division of Enforcement objects to Saba's filing in accordance with paragraph 42(1) of the Cease-and-Desist Order, but Saba resubmits the filing in accordance with the terms set forth in paragraph 42(4) of the Cease-and-Desist Order, the Division of Enforcement shall notify Saba and the Office of the Secretary of the Commission of its conclusion no later than March 16, 2015 and, upon receiving notice from the Division of Enforcement, the Office of the Secretary of the Commission shall immediately enter an order terminating this proceeding without the requested remedy of revocation of the registration of each class of Saba's securities registered pursuant to Exchange Act Section 12, pursuant to Section 12(j) of the Exchange Act.

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[1] The findings herein are made pursuant to the Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

VI.

IT IS FURTHER ORDERED THAT, if Saba does not file its 2014 Annual Report by 5:30 p.m. EST on February 16, 2015 in accordance with the undertaking in paragraph 41of the Cease-and-Desist Order, or if Saba files its 2014 Annual Report by 5:30 p.m. EST on February 16, 2015, but the Division of Enforcement objects to Saba's filing in accordance with paragraph 42(1) of the Cease-and-Desist Order and (a) Saba fails to resubmit the filing by March 9, 2015 or (b) Saba resubmits the filing but the Division of Enforcement concludes after March 9, 2015 that such filing fails to remedy the identified deficiency or deficiencies, then in accordance with the terms set forth in paragraph 42(3) of the Cease-and-Desist Order, the Division of Enforcement shall notify Saba and the Office of the Secretary of the Commission of its conclusion no later than March 16, 2015, and, upon receiving notice from the Division of Enforcement, the Office of the Secretary shall immediately enter an order, in the form agreed to in the Offer and attached to the Offer as Exhibit A, pursuant to Exchange Act Section 12(j), revoking the registration of each class of Saba's securities registered pursuant to Exchange Act Section 12.

VII.

IT IS FURTHER ORDERED THAT this proceeding is stayed until the earlier of March 11, 2015 or until the Division of Enforcement notifies the Office of the Secretary of the Commission to enter an order pursuant to Section V or VI.

By the Commission.

Brent J. Fields
Secretary