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

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

JIVE SOFTWARE, INC.

(Name of Subject Company)

JAZZ MERGERSUB, INC.

(Offeror)

A WHOLLY OWNED DIRECT SUBSIDIARY OF

WAVE SYSTEMS CORP.

(Parent of Offeror)

A WHOLLY OWNED DIRECT SUBSIDIARY OF

ESW CAPITAL, LLC

(Parent of Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

47760A108

(CUSIP Number of Class of Securities)

Andrew S. Price
Chief Financial Officer
Wave Systems Corp.
401 Congress Ave
Suite 2650
Austin, TX 78701
(512) 201-8287

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

With copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee*
Not Applicable	Not Applicable

* Pursuant to General Instruction D to Schedule TO, no filing fee is required for pre-commencement communications.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable
Form or Registration No.: Not applicable

Filing Party: Not applicable
Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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EXPLANATORY NOTE

On May 1, 2017, Jive Software, Inc. (the “Company”) issued a press release announcing the execution of an Agreement and Plan of Merger, dated as of April 30, 2017, by and among Wave Systems Corp. (“Parent”), a wholly owned subsidiary of ESW Capital, LLC (“Guarantor”), Jazz MergerSub, Inc. (“Acquisition Sub”), a wholly owned subsidiary of Parent, and the Company (the “Merger Agreement”). This filing relates solely to preliminary communications made before the commencement of a planned tender offer by Acquisition Sub for all of the outstanding common stock of the Company at a price of \$5.25 per share, net to the seller in cash, without interest, less any applicable withholding taxes, to be commenced pursuant to the Merger Agreement. Parent, Acquisition Sub and Guarantor are filing this filing.

IMPORTANT INFORMATION

This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Jive, nor is it a substitute for the tender offer materials that Parent and Acquisition Sub will file with the SEC upon commencement of the tender offer. At the time that the tender offer is commenced, Parent and Acquisition Sub will file tender offer materials on Schedule TO with the SEC, and the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY JIVE’S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. The tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC’s website (www.sec.gov) upon filing with the SEC. THE COMPANY’S STOCKHOLDERS ARE ADVISED TO READ THE TENDER OFFER STATEMENT AND THE SOLICITATION/RECOMMENDATION STATEMENT, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE TRANSACTION.

FORWARD-LOOKING STATEMENTS

This document contains certain statements that constitute forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the proposed benefits of the transaction, the satisfaction of conditions to the completion of the proposed transaction and the expected completion of the proposed transaction, as well as other statements that are not historical fact. These forward-looking statements are based on currently available information, as well as the views and assumptions of the Parent, Acquisition Sub or Guarantor regarding future events as of the time such statements are being made. Such forward looking statements are subject to inherent risks and uncertainties. Accordingly, actual results may differ materially and adversely from those expressed or implied in such forward-looking statements. Such risks and uncertainties include, but are not limited to, the potential failure to satisfy conditions to the completion of the proposed transaction due to the failure to receive a sufficient number of tendered shares in the tender offer, as well as those described in cautionary statements contained elsewhere herein and in the Company’s periodic reports filed with the SEC including the statements set forth under “Risk Factors” set forth in the Company’s most recent annual report on Form 10-K, the Tender Offer Statement on Schedule TO (including the offer to purchase, the letter of transmittal and other documents relating to the tender offer) to be filed by Parent, Acquisition Sub and Guarantor, and the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by the Company. As a result of these and other risks, the proposed transaction may not be completed on the timeframe expected or at all. These forward-looking statements reflect the expectations of Parent, Guarantor and Acquisition Sub as of the date of this filing. While such persons may elect to update any such forward-looking statements at some point in the future, the parties specifically disclaim any obligation to do so, even if our expectations change, except as required by law.

EXHIBIT INDEX

99.1 Transcript of Jive World Mainstage Discussion with Elisa Steele and Scott Brighton delivered on May 2, 2017

Elisa: Speaking of new faces, I'd like to comment about the announcement yesterday that Aurea Software is acquiring Jive. It's been a big day for Jive and a big day for Aurea. And I think the best way to comment on this is to bring Scott Brighton, CEO of Aurea up on the stage. Scott, welcome to Jiveworld 17.

Q1: You've been here 24 hours, what are your first impressions?

My team and I, the Aurea executives, were talking about this last night. We've acquired a number of companies, and I've had the opportunity to attend multiple events. Those software products and events are often powering incredibly important things: Planes don't take off, NICU units go down. Literally life-changing events. I still notice a difference in what I get from Jivers and everyone here. Everyone is using Jive software to unlock the potential of their organizations to create something profound. That profound mission drives a level of passion that's different. Like MD Anderson, and curing cancer. It's different and it's contagious.

Q2: Our joint commitment to customer success is a common thread. Can you expand on this?

I like the way that Jive uses the word "customer success," we use it too. To make a distinction between customer success and customer satisfaction. Customer satisfaction is "my users like the software, adoption, etc." But it's kind of a low bar. When we talk about customer success, we're talking about you've made an investment, and are you getting the return you expected from that relationship? Are you achieving as an organization what you set out to achieve when you started this journey? Our goal is that 90 percent or more of our customers enthusiastically raise their hand and say "absolutely." Jive shares that same authentic accountability to their customers.

Q3: What's the core value proposition of Jive and Aurea coming together?

For those of you not familiar with Aurea, what we do is customer experience, working with some of the world's greatest brands to create magical, transformative experiences for their end customers – it's inspiring work. It's similar to what Jive is trying to create engagement with customers and employees. What you do with customer communities with Jive-x and internal teams with Jive-n. Those two things are part and parcel; you can't have great customer experience without great engagement. You need engaged employees to deliver. Our ultimate long-term vision is to take the passion of both of those incredibly important missions to create a bigger mission to transform experience and engagement with customers.