EVOLVE SOFTWARE INC
Form 8-K
September 27, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

SEPTEMBER 24, 2001
Date of Report
(Date of earliest event reported)

EVOLVE SOFTWARE, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)

000-31155   94-3219745
(Commission File No.)   (IRS Employer Identification Number)

1400 65TH STREET, SUITE 100
EMERYVILLE, CALIFORNIA 94608
(Address of Principal Executive Offices)

510-428-6000
(Registrant's Telephone Number, Including Area Code)

ITEM 5.   OTHER EVENTS
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     On September 24, 2001, Evolve Software, Inc., a Delaware corporation,
issued a press release announcing that it has entered into an agreement to sell
shares of its Series A Preferred Stock and warrants to purchase additional
shares of its Series A Preferred Stock and Common Stock. A copy of the press
release is attached hereto as Exhibit 99.1 and is incorporated herein by this
reference.

ITEM 7.   FINANCIAL STATEMENTS AND EXHIBITS
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          (c)   Exhibits

          99.1   Press Release dated September 24, 2001.

SIGNATURES

     Pursuant to the requirements of the Securities Exchange Act of 1934, the

Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 27, 2001   EVOLVE SOFTWARE, INC.

                                             By: /s/ Kenneth J. Bozzini
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                                                 Kenneth J. Bozzini
                                                 Chief Financial Officer,
                                                 Vice President of Finance

                              INDEX TO EXHIBITS

EXHIBIT
 NUMBER   DESCRIPTION
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99.1   Press Release dated September 24, 2001.