

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Software Acquisition Holdings III LLC			2. Issuer Name and Ticker or Trading Symbol Software Acquisition Group Inc. III [NOGN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 1980 FESTIVAL PLAZA DRIVE, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 08/26/2022			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		
(Street) LAS VEGAS, NV 89135			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock (1)	08/26/2022		M(2)		5,701,967	A	(3)	5,701,967 (4)	D (5)

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

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 control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(3)	08/26/2022		M(2)		5,701,967		07/28/2021(3)	(3)	Class A Common Stock	5,701,967	(3)	0	D (5)	
Warrants	\$ 11.5	07/28/2021(6)		J(6)		9,982,754		09/25/2022	(6)	Common Stock	9,982,754	\$ 1	9,982,754	D (5)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Software Acquisition Holdings III LLC 1980 FESTIVAL PLAZA DRIVE, SUITE 300 LAS VEGAS, NV 89135		X		

Signatures

/s/ Jonathan S. Huberman, Authorized Signatory	08/30/2022
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * 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).
- (1) In connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated February 14, 2022, by and among Software Acquisition Group Inc. III ("SWAG"), Nuevo Merger Sub, Inc., and Branded Online, Inc. (dba Nogin) (the transactions contemplated thereby, the "Business Combination"), SWAG changed its name to Nogin, Inc. ("Nogin").
- (2) Reflects the conversion of 5,701,967 shares of Class B common stock, par value \$0.0001 per share, of Nogin into 5,701,967 shares of common stock of Nogin, par value \$0.0001 per share, on a one-for-one basis pursuant to the closing of the Business Combination.
As described in SWAG's registration statement on Form S-1 (File No. 333-253230) under the heading "Description of Securities-Founder Shares", the shares of Class B common stock, par value \$0.0001
- (3) per share, will automatically convert into shares of Class A common stock, par value \$0.0001 per share, of the issuer at the time of SWAG's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.
- (4) This amount gives effect to the forfeiture of 48,033 shares of Class B common stock prior to the consummation of the Business Combination. No other shares are subject to forfeiture.
- (5) Jonathan S. Huberman, Mike Nikzad, and Andrew K. Nikou are the managing members of the Sponsor and have voting and investment discretion with respect to the securities held by the Sponsor. As such, Messrs. Huberman, Nikzad and Nikou may be deemed to share beneficial ownership of the shares of Class A common stock held directly by the Sponsor. Each of Messrs. Huberman, Nikzad and Nikou disclaim any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.

(6) In connection SWAG's initial public offering ("IPO"), the reporting person purchased in a private placement 9,982,754 warrants that became exercisable upon the consummation of the Business Combination. Each warrant entitles the reporting person to purchase one share of common stock of Ngin for \$11.50. The warrants are exercisable during the period commencing during 30 days after the consummation of the Business Combination and terminating at 5:00 pm New York City time on the earlier to occur of (i) five years from the consummation of the Business Combination and (ii) the Redemption Date (as defined in the Warrant Agreement, dated as of July 28, 2021 by and between SWAG and Continental Transfer & Trust Company).

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

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