

# FORM 4

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

OMB APPROVAL	
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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 <b>HUBERMAN JONATHAN</b>			2. Issuer Name and Ticker or Trading Symbol <b>Software Acquisition Group Inc. III [NOGN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Co-CEO &amp; President</b>		
(Last) (First) (Middle) <b>C/O NOGIN, INC., 1775 FLIGHT WAY, STE. 400</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>08/26/2022</b>					
(Street) <b>TUSTIN, CA 92782</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)	Price			
Common Stock	08/26/2022		A	(1)	23,482	A	(1)	23,482	D	
Common Stock	08/26/2022		C		5,701,967	A	(1)	5,701,967	I	See footnote (2)

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

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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				
7.00% Senior Convertible Notes	\$ 11.5 (3)	08/26/2022		P		\$ 500,000		(4)	09/01/2026	Common Stock	43,478	(5)	\$ 500,000	D	
PIPE Warrant	\$ 11.5	08/26/2022		P		10,714			09/25/2022 08/26/2027	Common Stock	10,714	(5)	10,714	D	
Private Placement Warrant	\$ 11.5	08/26/2022		P		9,982,754			09/25/2022 08/26/2027	Common Stock	9,982,754	\$ 1	9,982,754	I	See footnote (2)
Class B Common Stock	(6)	08/26/2022		C		5,701,967		(6)	(6)	Common Stock	5,701,967	\$ 0	0	I	See footnote (2)

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBERMAN JONATHAN C/O NOGIN, INC. 1775 FLIGHT WAY, STE. 400 TUSTIN, CA 92782	X		Co-CEO & President	

### Signatures

/s/ Michael Bassiri, Attorney-in-fact	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).

- Pursuant to the business combination (the "Business Combination") of Software Acquisition Group Inc. III and Branded Online, Inc. (d/b/a Nogin) ("Legacy Nogin"), as contemplated by an agreement and plan of merger, dated as of February 14, 2022 and as amended on April 20, 2022 and August 26, 2022 (as amended, the "Merger Agreement"), each share of common stock and preferred stock of Legacy Nogin, in each case outstanding immediately prior to the effective time of the business combination, was cancelled and converted into the right to receive shares of the Issuer's Common Stock and, at each Legacy Nogin stockholder's election, cash consideration.
- (1) Reflects securities held of record by Software Acquisition Holdings III LLC (the "Sponsor"). The reporting person is the managing member of the Sponsor, and as a result, may be deemed to share beneficial ownership of the securities held by the Sponsor. The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (2) The conversion rate for the 7.00% Senior Convertible Notes (the "Notes") is initially 86,9565 shares of the Issuer's Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$11.50 per share of Common Stock). The conversion rate is subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest.
  - (3) Holders may convert the Notes at any time until the close of business on August 28, 2026.
  - (4) The reporting person executed a subscription agreement, dated April 19, 2022 (the "PIPE Subscription Agreement"), for \$0.5 million aggregate principal amount of the Notes. Pursuant to the PIPE Subscription Agreement, the reporting person also received a pro rata portion of warrants for no additional consideration.
  - (5) Each share of Class B Common Stock automatically converted into one share of Common Stock of the Issuer at consummation of the Business Combination.

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

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