

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Blackbaud, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

09227Q100
(CUSIP Number)

**John Cannon
c/o Clearlake Capital Group, L.P.
233 Wilshire Blvd Suite 800
Santa Monica, California 90401
310-400-8800**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 29, 2023
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Clearlake Capital Group, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF, WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 9,751,837
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 9,751,837
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,751,837	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.3%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA, PN	

1	NAMES OF REPORTING PERSONS José Enrique Feliciano	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF, WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 9,751,837
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 9,751,837
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,751,837	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.3%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN, HC	

1	NAMES OF REPORTING PERSONS Behdad Eghbali	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF, WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.3%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN, HC	

Explanatory Note: The Reporting Persons are hereby filing this Amendment No. 3 (this “Amendment No. 3”) to the Schedule 13D filed by the Reporting Persons on October 3, 2022 (the “Original Schedule 13D” and, as amended and supplemented, including by this Amendment No. 3, the “Schedule 13D”) to disclose the Reporting Persons’ response to the Board’s rejection of the Proposal. Capitalized terms used in this Amendment No. 3 and not otherwise defined herein have the meanings set forth in the Original Schedule 13D or Amendment No. 2. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On March 27, 2023, the Issuer published a press release stating that its Board rejected the Proposal. The Reporting Persons responded on March 29, 2023, by sending the Board the letter filed as Exhibit 99.4 to this Amendment No. 3 (the “March 29 Letter”).

The foregoing description of the March 29 Letter does not purport to be complete and is qualified in its entirety by reference to the March 29 Letter, a copy of which is filed as an exhibit hereto and is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

The response to Item 4 of this Amendment No. 3 is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

[Exhibit 99.4](#) Letter to the Board of Directors of Blackbaud, Inc., dated March 29, 2023

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 29, 2023

Clearlake Capital Group, L.P.

By: /s/ John Cannon
Name: John Cannon
Title: Attorney-in-Fact

José Enrique Feliciano

By: /s/ John Cannon
Name: John Cannon
Title: Attorney-in-Fact

Behdad Eghbali

By: /s/ John Cannon
Name: John Cannon
Title: Attorney-in-Fact

Attention: Intentional misstatements or omissions of fact constitute federal violations (see 18 U.S.C. 1001).



Clearlake Capital Group, L.P.
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T: 310.400.8800
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March 29, 2023

VIA EMAIL

The Board of Directors (the "Board") of Blackbaud, Inc. (the "Company")

Ladies and Gentlemen:

We have reviewed the Company's response to our March 24, 2023 acquisition proposal via the press release issued publicly by the Company and related response letter, both dated March 27, 2023.

We are disappointed that the Board has rejected our highly attractive acquisition proposal of \$71.00 per share, which represents a 57.7% premium to the Company's unaffected trading price of \$45.01 per share on October 3, 2022 (the day prior to the filing of a Schedule 13D by us), and a 25.9% premium to the 30-day VWAP of the Company's common stock of \$56.31 as of March 24, 2023. We would also note that, had the Company traded in line with the Bessemer Emerging Cloud Index from October 3, 2022, to present, it would currently trade at a hypothetical undisturbed price of \$45.77 per share, and our proposal represents a premium of 55.0% to such price.

As the Company's largest stockholder, holding approximately two times the number of shares held by the next largest stockholder and approximately nine times the number of shares held by the Company's directors and officers, we are aware of the Company's results to date and its plan to execute on the longer-term investments required to compete in an increasingly challenging macro and industry environment. Many enterprise software companies have a challenging path forward in the current environment, and we believe the Company's current challenges would be best addressed by exploring strategic alternatives via a formal process to maximize stockholder value. We have been a long-term stockholder of the Company over the past three years and have formed our current view over time.

We were surprised that one of the stated reasons conveyed to us for the Board's rejection of our proposal was that it "lacks critical details typically included in a credible proposal." Neither the Board nor its advisors sought to engage with us at any point to clarify any details of our proposal that the Board deemed to be lacking, or ask us any questions about our proposal. Notwithstanding, we can confirm the following for the Board's consideration:

- (i) Our proposal would imply an enterprise value of over \$4.0 billion. Our firm has consummated over \$95 billion of transactions in the past three years alone. As a result, we are very confident in our ability to execute on this and other similar-sized acquisition proposals we submit and pursue;
- (ii) We are willing to stand behind 100% of the equity required to consummate the acquisition contemplated by our proposal from our current funds. As noted in our proposal, we currently have over \$70 billion of assets under management and have also received a 'highly confident' bank letter for up to 100% of the required debt financing for the proposed transaction; and
- (iii) If there are any other details the Board would like us to clarify, we and our advisors stand ready to address them, and welcome an outreach from the Company and its advisors.

Over the past few months, we have attempted unsuccessfully to engage with the Company's management repeatedly in a constructive discussion regarding our interest in making a proposal to acquire the Company. In each of these instances, we were informed that the Company did not believe it was an appropriate time to engage in a strategic discussion. Based on the lack of any constructive response to our overtures or the ability to discuss our views directly with the Board, we were left with no other alternative than to submit our proposal of March 24th. We were frankly surprised to have our proposal summarily rejected the next business morning following what the Company's press release characterized as a "comprehensive review."

We also note that our "unambiguous statement that Clearlake does not need to be an acquirer" was made in recognition of the fiduciary duties of the Board under the *Revlon* doctrine as part of a strategic process, especially since we believe the Company has recently rejected other credible third-party acquisition overtures. Our statement should not otherwise be mischaracterized. Our goal is to acquire the Company pursuant to our proposal, and we have already dedicated substantial time and resources to support our proposal and have the resources and financing required to consummate the proposed transaction. This is not a "Stalking Horse bid" and we are eager to engage in direct negotiations with the Company to reach an agreement over the short-term or, alternatively, to participate in a competitive process undertaken by the Board and its advisors. As noted in our proposal, we fully support and encourage the Board to undertake a thorough strategic review process with the assistance of its selected advisors.

We hereby reiterate our all-cash offer to acquire the outstanding shares of the Company for \$71.00 per share, as outlined in our March 24th proposal. Based on public information and the Company's unaffected price, we believe that our proposal will deliver superior and certain value to all stockholders when compared to the standalone alternative and will be very compelling to the Company's stockholders. This is supported by the fact that our offer price significantly exceeds the 12-month target price set by every sell-side stock analyst covering the Company. Notwithstanding, to the extent that there is additional upside to current expectations based on non-public information, we are very interested in engaging with the Company to receive and review such information in order to determine its impact on value. We find it concerning that the Board is unwilling to engage with us to demonstrate any such value upside for the benefit of all stockholders.

As the Company's largest and long-standing stockholder, we respectfully request the Board to treat the Clearlake proposal and other proposals received by the Company with due consideration and care. We look forward to your constructive engagement in an effort to maximize value for all of the Company's stockholders.

Sincerely,

CLEARLAKE CAPITAL GROUP, L.P.

/s/ Behdad Eghbali

Behdad Eghbali