

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Support.com, Inc.

Form: 8-K

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**UNITED STATES
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

Date of Report (Date of Earliest Event Reported): May 24, 2005

SUPPORTSOFT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-30901
(Commission File Number)

94-3282005
(I.R.S. Employer
Identification Number)

575 Broadway, Redwood City, CA
(Address of principal executive offices)

94063
(Zip Code)

(650) 556-9440
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

Based upon the recommendation of the Nominating and Corporate Governance Committee of our Board of Directors and based upon independent third party studies of director compensation, on May 24, 2005, following the annual meeting of stockholders, the Board of Directors approved the following directors as chairs and members of the following committees, with the corresponding cash compensation:

| | <u>Lead Independent Director</u> | <u>Audit Committee</u> | <u>Compensation Committee</u> | <u>Nominating & Corporate Governance Committee</u> | <u>Annual Cash Retainer Portion of Compensation</u> |
|-------------------|--|----------------------------|-----------------------------------|--|---|
| Manuel Diaz | Lead | Member | Member | Chair | \$ 80,000 |
| Kevin C. Eichler | | Chair | | | \$ 30,000 |
| Claude M. Leglise | | | Chair | Member | \$ 30,000 |
| Edward S. Russell | | Member | | | \$ 20,000 |
| James Thanos | | | Member | Member | \$ 20,000 |

The above-mentioned revised cash retainer portion of the director compensation is paid quarterly, effective July 1, 2005. The directors' equity compensation and reimbursement of out-of-pocket expenses have not been changed.

SIGNATURE

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.

Dated: May 31, 2005

SUPPORTSOFT, INC.

By: /s/ Brian M. Beattie

Brian M. Beattie
Executive Vice President of Finance and
Administration and Chief Financial Officer
(Principal Financial Officer and Chief Accounting
Officer)