#### Edgar Filing: SERVICESOURCE INTERNATIONAL, INC. - Form 4

SERVICESOURCE INTERNATIONAL, INC.

Form 4

December 07, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**DUNLEVIE BRUCE** 

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

SERVICESOURCE

INTERNATIONAL, INC. [SREV]

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/06/2011

\_X\_\_ Director Officer (give title

X 10% Owner Other (specify

2480 SAND HILL ROAD, SUITE

(Street)

(State)

200

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MENLO PARK, CA 94025

		1 ab	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquir	ed (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			G 1 17		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common									See
Stock	12/06/2011		J <u>(1)</u>	1,800,000	D	\$0	9,350,740	I	footnote (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: SERVICESOURCE INTERNATIONAL, INC. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
DUNLEVIE BRUCE 2480 SAND HILL ROAD								
SUITE 200	X	X						
MENLO PARK, CA 94025								

# **Signatures**

/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie

12/07/2011

\*\*Signature of Reporting Person

Date

# **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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Benchmark Capital Partners V, L.P. ("BCP V") without consideration to its partners.
  - Benchmark Capital Management Co. V, L.L.C. ("BCMC V") may be deemed to have the sole voting and dispositive power over 9,350,740 shares of the Issuer's common stock. Bruce W. Dunlevie, a managing member of BCP V, may be deemed to share voting and
- (2) dispositive power over the these shares of common stock. Mr. Dunlevie disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Dunlevie is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

#### **Remarks:**

This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by BCMC V, its members and the Benchmark V Funds.

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.

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