

SERVICESOURCE INTERNATIONAL, INC.
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3)*

ServiceSource International, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

81763U100

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

Page 1 of 20 Pages

Exhibit Index Contained on Page 19

CUSIP NO. 81763U100 13 G Page 2 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

4,476,535 shares, except that Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, may be deemed to have sole power to vote these shares, and

5 Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"), the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 4,476,535 shares, except that BCMC V, the general partner of BCP V, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

4,476,535

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 81763U100 13 G Page 3 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V, L.P. ("BFF V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY OWNED BY

5 SOLE VOTING POWER 545,811 shares, except that BCMC V, the general partner of BFF V, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

EACH REPORTING

PERSON

WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 545,811 shares, except that BCMC V, the general partner of BFF V, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

545,811

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.7%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 81763U100 13 G Page 4 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-A, L.P. ("BFF V-A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

104,503 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

104,503 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

104,503

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 81763U100 13 G Page 5 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-B, L.P. ("BFF V-B")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

82,232 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

82,232 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

82,232

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 81763U100 13 G Page 6 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 5641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,850,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.0%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 81763U100 13 G Page 7 of 20

1 NAME OF REPORTING PERSON Alexandre Balkanski

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER

226,792 shares

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

⁶ SHARED VOTING POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC V, may be deemed to have shared power to vote these shares.

⁷ SOLE DISPOSITIVE POWER

226,792 shares

⁸ SHARED DISPOSITIVE POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC V, may be deemed to have shared power to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

6,077,532

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.3%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 81763U100 13 G Page 8 of 20

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER
 254,246 shares

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH ⁶ SHARED VOTING POWER
 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to vote these shares.

⁷ SOLE DISPOSITIVE POWER
 254,246 shares

⁸ SHARED DISPOSITIVE POWER
 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,104,986

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.3%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 81763U100 13 G Page 9 of 20

1 NAME OF REPORTING PERSON Peter Fenton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares

SHARES

6 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

5,850,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 81763U100 13 G Page 10 of 20

1 NAME OF REPORTING PERSON J. William Gurley
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 NUMBER OF 0 shares

6 SHARED VOTING POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Gurley, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Gurley, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,850,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.0%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 81763U100 13 G Page 11 of 20

1 NAME OF REPORTING PERSON Kevin R. Harvey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares

SHARES

6 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

5,850,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 81763U100 13 G Page 12 of 20

1 NAME OF REPORTING PERSON Robert C. Kagle
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER
 213,067 shares

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH ⁶ SHARED VOTING POWER
 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V, may be deemed to have shared power to vote these shares.

⁷ SOLE DISPOSITIVE POWER
 213,067 shares

⁸ SHARED DISPOSITIVE POWER
 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,063,807

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.2%