

SERVICESOURCE INTERNATIONAL, INC.

Form 4

August 28, 2013

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNLEVIE BRUCE

2. Issuer Name and Ticker or Trading Symbol
SERVICESOURCE INTERNATIONAL, INC. [SREV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2480 SAND HILL ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2013

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/26/2013 | | J(8) | | 52,220 | A | \$ 0 | 185,619 | I | See footnote (1) |
| Common Stock | 08/26/2013 | | J(8) | | 19,423 | A | \$ 0 | 68,627 | I | See footnote (2) |
| Common Stock | 08/26/2013 | | J(8) | | 1,147,685 | D | \$ 0 | 4,476,535 | I | See footnote (3) |
| Common | 08/26/2013 | | J(8) | | 139,934 | D | \$ 0 | 545,811 | I | See |

| | | | | | | | | |
|--------------|------------|------------------|-----------|---|-----------------------|-----------|---|------------------------|
| Stock | | | | | | | | footnote (4) |
| Common Stock | 08/26/2013 | J ⁽⁸⁾ | 26,792 | D | \$ 0 | 104,503 | I | See footnote (5) |
| Common Stock | 08/26/2013 | J ⁽⁸⁾ | 21,082 | D | \$ 0 | 82,232 | I | See footnote (6) |
| Common Stock | 08/26/2013 | J ⁽⁸⁾ | 5,859 | A | \$ 0 | 5,859 | I | See footnote (9) |
| Common Stock | 08/27/2013 | S | 5,859 | D | \$ 12.3292 (10) | 0 | I | See footnote (9) |
| Common Stock | 08/26/2013 | J ⁽⁸⁾ | 1,500,000 | D | \$ 0 | 5,850,740 | I | See footnote (7) |

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

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(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 Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

DUNLEVIE BRUCE
2480 SAND HILL ROAD
SUITE 200
MENLO PARK, CA 94025

X

Signatures

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

08/28/2013

__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) Shares are owned directly by Bruce W. Dunlevie's family trust.
- (2) Shares are owned directly by a limited liability company controlled by Bruce W. Dunlevie.
- (3) Shares are owned directly by Benchmark Capital Partners V, L.P. ("BCP V").
- (4) Shares are owned directly by Benchmark Founders' Fund V, L.P. ("BFF V").
- (5) Shares are owned directly by Benchmark Founders' Fund V-A, L.P. ("BFF V-A").
- (6) Shares are owned directly by Benchmark Founders' Fund V-B, L.P. ("BFF V-B").
- (7) Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of each of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have the sole voting and dispositive power over the 1,500,000 shares of the Issuer's Common Stock being distributed by BCP V and its affiliated funds and associated persons (the "Benchmark V Funds"). BCMC V and each of its managing members disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and its managing members are the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- (8) Represents a pro-rata, in-kind distribution by the Benchmark V Funds, without additional consideration, to their respective partners, members and assignees.
- (9) Shares are owned directly by Benchmark Capital Holdings Co., L.L.C., which serves as the Benchmark V Funds' management company and is under common control with BCMC V.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.28 to \$12.43, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 10 to this Form 4.

Remarks:

Bruce W. Dunlevie is a managing member of BCMC V, which serves as the general partner of the Benchmark V Funds. The

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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