

SERVICESOURCE INTERNATIONAL, INC.
Form SC 13D/A
January 29, 2018

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN
STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)

(Amendment No. 7)*

ServiceSource International, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

81763U100
(CUSIP Number)

Rishi Bajaj
Managing Principal
Altai Capital Management, L.P.
520 Newport Center Drive – 12th Floor
Newport Beach, CA 92660
949-326-9612

With a copy to:
Marc Weingarten
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
212-756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

January 25, 2018
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [o].

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 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).

NAMES OF
REPORTING PERSONS

1 I.R.S.
IDENTIFICATION NOS.
OF ABOVE PERSONS
(ENTITIES ONLY)

2 Altai Capital
Management, L.P.
CHECK THE
APPROPRIATE **2**
BOX IF A
MEMBER OF (b) **3**
A GROUP
SEC USE ONLY
SOURCE OF FUNDS
4

5 AF
CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

Delaware
7 SOLE
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY **8**
OWNED BY
EACH
REPORTING **9**
PERSON WITH:
0
SHARED
VOTING
POWER
3,782,057
SOLE
DISPOSITIVE
POWER

0
SHARED
DISPOSITIVE
10 POWER

3,782,057
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

3,782,057
CHECK BOX IF
THE
AGGREGATE
12 AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

4.2%
TYPE OF REPORTING
14 PERSON

IA, PN

NAMES OF
REPORTING PERSONS

1 I.R.S.
IDENTIFICATION NOS.
OF ABOVE PERSONS
(ENTITIES ONLY)

2 Altai Capital
Management, LLC
CHECK THE
APPROPRIATE **a)**
3 BOX IF A
MEMBER OF (b)
A GROUP
4 SEC USE ONLY
SOURCE OF FUNDS

5 AF
CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
6 PLACE OF
ORGANIZATION

Delaware
7 SOLE
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY **8**
OWNED BY
EACH
REPORTING **9**
PERSON WITH:
0
SHARED
VOTING
POWER
3,782,057
SOLE
DISPOSITIVE
POWER

0
SHARED
DISPOSITIVE
10 POWER

3,782,057
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

3,782,057
CHECK BOX IF
THE
AGGREGATE
12 AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

4.2%
TYPE OF REPORTING
14 PERSON

HC, OO

NAMES OF
REPORTING PERSONS

1 I.R.S.
IDENTIFICATION NOS.
OF ABOVE PERSONS
(ENTITIES ONLY)

2 Rishi Bajaj
CHECK THE
APPROPRIATE " "
3 BOX IF A
MEMBER OF (b) x
A GROUP
4 SEC USE ONLY
SOURCE OF FUNDS

5 AF
CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
6 PLACE OF
ORGANIZATION

United States of America
7 SOLE
VOTING
POWER

8 0
SHARED
VOTING
POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH: **9** 3,782,057
SOLE
DISPOSITIVE
POWER

0

10 SHARED
DISPOSITIVE
POWER

3,782,057

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

3,782,057
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..

12 ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

4.2%
TYPE OF REPORTING
PERSON

14 HC, IN

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Act, the undersigned hereby amend the Schedule 13D originally filed on June 27, 2014, as amended by Amendment No. 1 to the Schedule 13D filed on September 5, 2014, as amended by Amendment No. 2 to the Schedule 13D filed on November 17, 2014, as amended by Amendment No. 3 to the Schedule 13D filed on June 2, 2016, as amended by Amendment No. 4 to the Schedule 13D filed on September 19, 2017, as amended by Amendment No. 5 to the Schedule 13D filed on October 4, 2017 and as amended by Amendment No. 6 to the Schedule 13D filed on November 7, 2017 (as so amended, the "Schedule 13D"), relating to the common stock, par value \$0.0001 per share (the "Common Stock"), of ServiceSource International, Inc., a Delaware corporation (the "Company" or the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 7 have the meanings set forth in the Schedule 13D. This Amendment No. 7 amends Item 5 as set forth below. This Amendment No. 7 constitutes an "exit filing" for the Reporting Persons.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 (a), (b) and (e) of the Schedule 13D is hereby amended and restated as follows:

(a) – (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of the date hereof, the Reporting Persons beneficially own an aggregate 3,782,057 shares of Common Stock, which Common Stock may be deemed to be beneficially owned by each of the Investment Manager, IMG P and Mr. Bajaj, and which represent approximately 4.2% of the Issuer's currently outstanding Common Stock. All percentages set forth herein are based upon a total of 90,154,059 shares of Common Stock outstanding as of October 31, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, filed with the Securities and Exchange Commission on November 8, 2017. For purposes of disclosing the number of shares of Common Stock beneficially owned by each of the Reporting Persons, Investment Manager, IMG P and Mr. Bajaj may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) all shares of Common Stock that are owned beneficially and directly by the Reporting Persons. Each of Investment Manager, IMG P and Mr. Bajaj disclaims beneficial ownership of such shares of Common Stock for all other purposes.

(e) The Reporting Persons ceased to be the beneficial owner of more than 5% of the Common Stock on January 25, 2018.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information set forth in this statement is true, complete and correct.

Dated: January 29, 2018

**ALTAI CAPITAL
MANAGEMENT, L.P.**

By: /s/ Rishi Bajaj
Name: Rishi Bajaj
Title: Authorized Signatory

**ALTAI CAPITAL
MANAGEMENT, LLC**

By: /s/ Rishi Bajaj
Name: Rishi Bajaj
Title: Authorized Signatory

/s/ Rishi Bajaj
Name: Rishi Bajaj

SCHEDULE 1

Transactions of the Reporting Persons Effected

Since the Filing of Amendment No. 6

The following table sets forth all transactions in the Common Stock effected by each of the Reporting Persons since the filing of Amendment No. 6:

Investment Manager

| <u>Date</u> | <u>Security</u> | <u>Amount of Shares Bought (Sold)</u> | <u>Approximate Price per Share (excluding commissions)</u> |
|-------------|-----------------|---------------------------------------|--|
| 01/25/2018 | Common Stock | (1,230,000) | 3.5093 |

All of the above transactions were effected on the open market.