SERVICESOURCE INTERNATIONAL, INC.

Form 4

February 15, 2012

Common 02/13/2012

Stock

| M 4 _{UNITED} | STATES S | | | | GE CO | MMISSION | OMB | PPROVAL 3235-0287 | |
|---|--|---|--|--|---|--|--|--|--|
| heck this box no longer abject to ection 16. orm 4 or orm 5 Digitations 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 | | | | | | | | ırs per | |
| truction | 30(h) o | of the Investmen | nt Company | Act o | f 1940 | | | | |
| Housatonic Micro Fund SBIC, L.P. Symbol Issuer SERVICESOURCE | | | | | ssuer | - | | | |
| 3. Date of Earnest Transaction | | | | | elow) | ive title 10% Owner _X Other (specify below) ormer 10% Owner | | | |
| Filed(Month/Day/Year) Applicable Line) Form filed by C X_Form filed by C X_Form filed by C | | | | | pplicable Line) Form filed by Or X_ Form filed by M | One Reporting Person | | | |
| (City) (Cyty) (7iv) | | | | | | | | | |
| 2. Transaction Date (Month/Day/Year) | Execution Da | 3. Transaction Code (Year) (Instr. 8) | 4. Securities Approx Disposed of (Instr. 3, 4 and | Acquire of (D) d 5) (A) or | ed (A) | 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 Beneficial Ownership (Instr. 4) | |
| 02/13/2012 | | S | 204,449 | D | \$ 16.92 | 710,671 | I | By Housatonic Equity Investors SBIC, LP | |
| | this box nger to 16. or Filed put Section 17 Filed put Section 17 | this box nger to 16. or Filed pursuant to Se section 17(a) of the P 30(h) or Responses) Address of Reporting Person * c Micro Fund SBIC, L.P. (First) (Middle) SATONIC (RS, 44 MONTGOMERY SUITE 4010 (Street) NCISCO, CA 94104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/ | this box inger to STATES SECURITIES Washington to 16. SECU SECURITIES SECURITIES Washington to 16. SECURITIES SECURITIES Washington to 16. SECURITIES SECURITIES Washington to 16. SECURITIES SECURITI | Washington, D.C. 2054 this box inger to STATEMENT OF CHANGES IN BENEFIC SECURITIES Tiled pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company Propose Responses Address of Reporting Person 2 2. Issuer Name and Ticker or Transaction Company Services (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) SATONIC 02/13/2012 SATONIC 02/13/20 | Washington, D.C. 20549 this box nger to 16. or Filed pursuant to Section 16(a) of the Securities Exc section 17(a) of the Public Utility Holding Company Act or 30(h) of the Investment Company Act or 30(h) of the Investment Company Act or Services of Reporting Person 2 | UNITED STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNITED SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange A Section 17(a) of the Public Utility Holding Company Act of 1940 Responses) Address of Reporting Person 2 C Micro Fund SBIC, L.P. SERVICESOURCE INTERNATIONAL, INC. [SREV] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SATONIC (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ANCISCO, CA 94104 (State) (Zip) Table I - Non-Derivative Securities Acquired (A) (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 3) (A) Or Code V Amount (D) Price | this box neger to to 116. or 116. or Filed pursuant to Section 16(a) of the SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITES 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 Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol SERVICESOURCE INTERNATIONAL, INC. [SREV] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Officer (give to below) SATONIC 02/13/2012 Forms SATONIC 02/13/2012 Forms SATONIC 02/13/2012 Forms NCISCO, CA 94104 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) Form filed by Merson Person NCISCO, CA 94104 (State) (Zip) Table I - Non-Derivative Securities Acquired (A) Applicable Line) Securities Acquired (A) Owned (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3, 3 and 4) Code V Amount (D) Price STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF CHANGES IN COLUMN OF CHANGES IN COLUMN OWNERSHIP OF COLUMN OWNERSHIP OF COLUMN OWNERSHIP OWNERSHIP OF COLUMN OWNERSHIP OWNERSHIP OWNERSHIP OWNERSHIP OWNERS | OMB A UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Responses) Address of Reporting Person * C Micro Fund SBIC, L.P. SERVICESOURCE INTERNATIONAL, INC. [SREV] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SATONIC 02/13/2012 | |

S

1,114,577 D

\$

16.92

3,874,303

I

Ву

Housatonic Micro Fund SBIC, LP

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| | | | | | | | | (2) |
|-----------------|------------|---|---------|---|-------------|-----------|---|--|
| Common Stock | 02/13/2012 | S | 411,981 | D | \$ 16.92 | 1,432,059 | I | By Housatonic Equity Investors IV, LP (3) |
| Common Stock | 02/13/2012 | S | 18,993 | D | \$ 16.92 | 66,018 | I | By Housatonic Equity Affiliates IV, LP (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|------------------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Housatonic Micro Fund SBIC, L.P. C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 SAN FRANCISCO, CA 94104 | | | | Former 10% Owner | | |
| Housatonic Micro Partners SBIC, L.L.C. C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 | | | | Former 10% Owner | | |

Reporting Owners 2

SAN FRANCISCO, CA 94104

Housatonic Equity Investors IV LP

C/O HOUSATONIC PARTNERS
44 MONTGOMERY STREET, SUITE 4010

Former 10% Owner

SAN FRANCISCO, CA 94104

Housatonic Equity Affiliates IV LP C/O HOUSATONIC PARTNERS

44 MONTGOMERY STREET, SUITE 4010 Former 10% Owner

SAN FRANCISCO, CA 94104

Housatonic Equity Partners IV, L.L.C.

C/O HOUSATONIC PARTNERS

44 MONTGOMERY STREET, SUITE 4010

Former 10% Owner

SAN FRANCISCO, CA 94104

Housatonic Equity Investors SBIC, L.P.

C/O HOUSATONIC PARTNERS
44 MONTGOMERY STREET, SUITE 4010

Former 10% Owner

SAN FRANCISCO, CA 94104

Housatonic Equity Partners SBIC, L.L.C.

C/O HOUSATONIC PARTNERS

44 MONTGOMERY STREET, SUITE 4010

SAN FRANCISCO, CA 94104

Signatures

/s/ Barry D. Reynolds, Manager of Housatonic Micro Partners SBIC, LLC, which serves as the general partner of Housatonic Micro Fund SBIC, L.P.

the general partner of Housatome where Fund SDIC, L.P.

**Signature of Reporting Person Date

Former 10% Owner

/s/ Barry D. Reynolds, Manager of Housatonic Micro Partners SBIC, LLC

**Signature of Reporting Person Date

/s/ Barry D. Reynolds, Manager of Housatonic Equity Partners IV, LLC, which serves as the general partner of Housatonic Equity Investors IV, LP and Housatonic Equity Affiliates IV,

LP

02/15/2012

**Signature of Reporting Person

/s/ Barry D. Reynolds, Manager of Housatonic Equity Partners IV, LLC

02/15/2012 Date

Date

02/15/2012

02/15/2012

**Signature of Reporting Person

/s/ Barry D. Reynolds, Manager of Housatonic Equity Partners SBIC, LLC, which serves as

the general partner of Housatonic Equity Investors SBIC, LP

02/15/2012 Date

/s/ Barry D. Reynolds, Manager of Housatonic Equity Partners SBIC, LLC

02/15/2012

**Signature of Reporting Person

**Signature of Reporting Person

Date

Signatures 3

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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).
 - The securities are owned by Housatonic Equity Investors SBIC, L.P. ("HEI SBIC"). Housatonic Equity Partners SBIC, L.L.C. ("HEP SBIC") serves as the general partner of HEI SBIC. As such, HEP SBIC possesses sole voting and investment control over the shares
- (1) owned by HEI SBIC and may be deemed to have indirect beneficial ownership of the shares held by HEI SBIC. HEP SBIC owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
 - The securities are owned by Housatonic Micro Fund SBIC, L.P. ("HMF SBIC"). Housatonic Micro Partners SBIC, L.L.C. ("HMP SBIC") serves as the general partner of HMF SBIC. As such, HMP SBIC possesses sole voting and investment control over the shares owned by
- (2) HMF SBIC and may be deemed to have indirect beneficial ownership of the shares held by HMF SBIC. HMP SBIC owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- The securities are owned by Housatonic Equity Investors IV, L.P. ("HEI IV"). Housatonic Equity Partners IV, L.L.C. ("HEP IV") serves as the general partner of HEI IV. As such, HEP IV possesses sole voting and investment control over the shares owned by HEI IV and may be deemed to have indirect beneficial ownership of the shares held by HEI IV. HEP IV owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- The securities are owned by Housatonic Equity Affiliates IV, L.P. ("HEA IV"). HEP IV serves as the general partner of HEA IV. As such, HEP IV possesses sole voting and investment control over the shares owned by HEA IV and may be deemed to have indirect beneficial ownership of the shares held by HEA IV. HEP IV owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

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.