

SERVICESOURCE INTERNATIONAL, INC.
 Form 4
 June 08, 2015

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 *
 Reynolds Barry D.

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)
 C/O HOUSATONIC PARTNERS, ONE POST STREET, SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year)
 06/04/2015

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

(Street)
 SAN FRANCISCO, CA 94104

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 or Price		
Common Stock	06/04/2015		J ⁽¹⁾		19,980	D	
Common Stock	06/04/2015		A		37,251 ⁽²⁾	A	\$ 0
Common Stock	06/04/2015		J ⁽¹⁾		11,453	A	\$ 3,885,756
Common Stock	06/04/2015		J ⁽¹⁾		8,151	A	\$ 2,765,473

By Housatonic Micro Fund SBIC, LP ⁽⁴⁾

By

Stock									Housatonic Equity Investors IV, LP ⁽⁵⁾
Common Stock	06/04/2015		J ⁽¹⁾	376	A	Ⓛ	127,487	I	By Housatonic Equity Affiliates IV, LP ⁽⁶⁾

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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

Reynolds Barry D.
C/O HOUSATONIC PARTNERS
ONE POST STREET, SUITE 2600
SAN FRANCISCO, CA 94104

X

Signatures

/s/ Matthew Goldberg, by power of
attorney

06/08/2015

__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).

Represents the transfer of shares received by the Reporting Person upon the vesting and settlement of restricted stock units ("RSUs") granted to the Reporting Person for service on the issuer's board of directors on June 5, 2014, for no additional consideration, as follows:

(1) 8,151 shares to Housatonic Equity Investors IV, L.P. ("HEI IV"); 376 shares to Housatonic Equity Affiliates IV, L.P. ("HEA IV"); and 11,453 shares to Housatonic Micro Fund SBIC, L.P. ("HMF SBIC"). Pursuant to the policies of Housatonic Partners, the Reporting Person was deemed to hold these securities for the benefit of HEI IV, HEA IV and HMF SBIC.

(2) The reported shares are represented by RSUs. All of the RSUs vest on May 28, 2016.

Pursuant to the policies of Housatonic Partners, the Reporting Person is deemed to hold the reported securities for the benefit of HEI IV, HEA IV and HMF SBIC. Accordingly, HEI IV, HEA IV and HMF SBIC may be deemed the indirect beneficial owners of the securities.

(3) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

The securities are owned by HMF SBIC. The Reporting Person is a Manager of Housatonic Micro Partners SBIC, L.L.C. which serves as the general partner of HMF SBIC. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HMF SBIC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(4)

The securities are owned by HEI IV. The Reporting Person is a Manager of Housatonic Equity Partners IV, L.L.C. ("HEP IV") which serves as the general partner of HEI IV. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HEI IV. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(5)

The securities are owned by HEA IV. The Reporting Person is a Manager of HEP IV which serves as the general partner of HEA IV. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HEA IV. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(6)

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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