

SolarWinds, Inc.  
Form 8-A12B  
May 14, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**SolarWinds, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**73-1559348**  
(I.R.S. Employer Identification No.)

**3711 South MoPac Expressway**

**Building Two**

**Austin, Texas 78746**  
(Address of principal executive offices)

**78746**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

Common Stock, par value \$0.001 per share

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-149851.

Securities to be registered pursuant to Section 12(g) of the Act: None.

**Item 1. Description of Registrant's Securities to be Registered.**

The information contained in Description of Capital Stock in the Registrant's Registration Statement on Form S-1, as amended (Commission File No. 333-149851), filed with the Securities and Exchange Commission (the *Form S-1 Registration Statement*), including any prospectus relating thereto filed subsequently pursuant to Rule 424(b) of the Securities Act of 1933, as amended, is hereby incorporated by reference.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

**Signatures**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**SolarWinds, Inc.**

Date: May 14, 2009

By: */s/ Michael S. Bennett*  
Michael S. Bennett  
*Chairman and Chief Executive Officer*