

SolarWinds, Inc.
Form 4
February 09, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HIBBERD DOUGLAS G

(Last) (First) (Middle)

**C/O SOLARWINDS, INC., 7171
SOUTHWEST PARKWAY,
BUILDING 400**

(Street)

AUSTIN, TX 78735

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SolarWinds, Inc. [SWI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP, Pres. Bus.Operations

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2016		D		8,951	D	\$ 60.1 (1)
Common Stock	02/05/2016		D		12,501	D	\$ 60.1 (2)
Common Stock	02/05/2016		D		6,246	D	\$ 60.1 (3)
Common	02/05/2016		D		1,190	D	\$ 39,848

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Stock					60.1 (4)		
Common Stock	02/05/2016	D	23,400	D	\$ 60.1 (5)	16,448	D
Common Stock	02/05/2016	D	16,448	D	\$ 60.1 (6)	0	D

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

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.3467	02/05/2016		D		9,712		<u>(7)</u>	11/14/2017	Common Stock	9,712
Employee Stock Option (right to buy)	\$ 18.87	02/05/2016		D		676		<u>(8)</u>	02/25/2020	Common Stock	676
Employee Stock Option (right to buy)	\$ 20.06	02/05/2016		D		4,406		<u>(9)</u>	01/04/2021	Common Stock	4,406
Employee Stock Option (right to	\$ 28.03	02/05/2016		D		40,763		<u>(10)</u>	01/04/2022	Common Stock	40,763

buy)

Employee
Stock

Option	\$ 53.39	02/05/2016	D	26,336	<u>(11)</u>	02/06/2023	Common Stock	26,336
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Employee
Stock

Option	\$ 53.39	02/05/2016	D	13,152	<u>(12)</u>	02/06/2023	Common Stock	13,152
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Employee
Stock

Option	\$ 42.46	02/05/2016	D	66,110 <u>(13)</u>	<u>(13)</u>	02/06/2024	Common Stock	66,110
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Employee
Stock

Option	\$ 48.72	02/05/2016	D	51,290	<u>(14)</u>	02/03/2025	Common Stock	51,290
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buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIBBERD DOUGLAS G C/O SOLARWINDS, INC. 7171 SOUTHWEST PARKWAY, BUILDING 400 AUSTIN, TX 78735			EVP, Pres. Bus.Operations	

Signatures

/s/ Jason W. Bliss, Attorney
in Fact

02/09/2016

__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) Disposed of pursuant to the Agreement and Plan of Merger between and among SolarWinds, Inc., Project Aurora Holdings, LLC and Project Aurora Merger Corp. (the "Merger Agreement") in exchange for a cash payment of \$60.10 per share.

- (2) Represents the disposition of restricted stock units, which provided for vesting in five equal annual installments beginning January 4, 2013, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly is practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.

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- (3) Represents the disposition of restricted stock units, which provided for vesting in four equal annual installments beginning February 6, 2014, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly is practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (4) Represents the disposition of restricted stock units, which provided for vesting in five equal annual installments beginning February 6, 2014, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly is practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (5) Represents the disposition of restricted stock units, which provided for vesting in four equal annual installments beginning February 6, 2015, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly is practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (6) Represents the disposition of restricted stock units, which provided for vesting in four equal annual installments beginning February 3, 2016, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly is practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (7) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on November 14, 2008 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$55.7533 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.
- (8) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on February 25, 2011 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$41.23 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.
- (9) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on January 4, 2012 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$40.04 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.
- (10) Represents the disposition of options, which provided for vesting of 1/60th of the shares subject to the option on February 4, 2012 and each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$32.07 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.
- (11) Represents the disposition of options, which provided for vesting of 1/48th of the shares subject to the option on March 6, 2013 and each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$6.71 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.
- (12) Represents the disposition of options, which provided for vesting of 1/60th of the shares subject to the option on March 6, 2013 and each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$6.71 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.
- (13) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on February 6, 2015 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$17.64 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.
- (14) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on February 3, 2016 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$11.38 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the

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per share merger consideration of \$60.10.

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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