SERVICESOURCE INTERNATIONAL, INC.
Form 4
June 09, 2016

# FORM 4

**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 30(h) of the Investment Company Act of 1940

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Reynolds Barry D.

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SERVICESOURCE INTERNATIONAL, INC. [SREV]

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2016

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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 | 06/07/2016 | | A | | 33,314 (1) | A | $ 0 | 70,565 | D (2) | |
| Common Stock | 06/08/2016 | | J(3) | | 37,251 | D | (3) | 33,314 | D | |
| Common Stock | 06/08/2016 | | J(3) | | 21,353 | A | (3) | 3,907,109 | I | By Housatonic Micro Fund SBIC, LP (4) |
| Common | 06/08/2016 | | J(3) | | 15,197 | A | (3) | 2,780,670 | I | By |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | | Housatonic Equity Investors IV, LP (5) |
| Common Stock | 06/08/2016 | | J(3) | 701 | A | (3) | 128,188 | I | By Housatonic Equity Affiliates IV, LP (6) |

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. 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 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 |
| Reynolds Barry D.<br>C/O HOUSATONIC PARTNERS<br>ONE POST STREET, SUITE 2600<br>SAN FRANCISCO, CA 94104 | X | | | |

# Signatures

| | |
|---|---|
| /s/ Matthew Goldberg, by power of attorney | 06/09/2016 |
| **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)** The reported shares are represented by restricted stock units, or RSUs. All of the RSUs vest on on May 15, 2017.

**(2)** Pursuant to the policies of Housatonic Partners, the Reporting Person is deemed to hold the reported securities for the benefit of to Housatonic Equity Investors IV, L.P. ("HEI IV"), Housatonic Equity Affiliates IV, L.P. ("HEA IV") and Housatonic Micro Fund SBIC, L.P. ("HMF SBIC"). Accordingly, HEI IV, HEA IV and HMF SBIC may be deemed the indirect beneficial owners of the securities. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

**(3)** Represents the transfer of shares received by the Reporting Person upon the vesting and settlement of RSUs granted to the Reporting Person for service on the issuer's board of directors on June 4, 2015, for no additional consideration, as follows: 15,197 shares to HEI IV; 701 shares to HEA IV; and 21,353 shares to 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.

**(4)** 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.

**(5)** 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.

**(6)** 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.

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.