

SolarWinds, Inc.
Form 4
May 28, 2009

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 *
**INSIGHT VENTURE PARTNERS
IV LP**

(Last) (First) (Middle)

680 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 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, par value \$0.001 per share	05/26/2009		S		111,625	D	\$ 12.5 (1)
Common Stock, par value \$0.001 per share	05/26/2009		S		887	D	\$ 12.5 (1)
Common Stock, par	05/26/2009		S		14,923	D	\$ 12.5

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value \$0.001 per share					(1)			
Common Stock, par value \$0.001 per share	05/26/2009	S	13,756	D	\$ 12.5 (1)	192,208	D (2)	
Common Stock, par value \$0.001 per share	05/26/2009	S	141,191	D	\$ 12.5 (1)	1,972,773	I	See footnote (2)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Preferred Stock, par value \$0.001 per share	(3)	05/26/2009		C		835,640		(3)	(3)	Common Stock	835,6
Convertible Preferred Stock, par value \$0.001 per share	(3)	05/26/2009		C		6,642		(3)	(3)	Common Stock	6,64
Convertible Preferred Stock, par value \$0.001 per	(3)	05/26/2009		C		111,718		(3)	(3)	Common Stock	111,7

share

Convertible
PreferredStock, par
value
\$0.001 per
share(3)

05/26/2009

C

102,982

(3)(3)Common
Stock

102,9

Convertible
PreferredStock, par
value
\$0.001 per
share(3)

05/26/2009

C

1,056,982

(3)(3)Common
Stock

1,056,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSIGHT VENTURE PARTNERS IV LP 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Co-Investors), L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Cayman), L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Fund B), L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Associates IV, LLC 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Holdings Group, LLC 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		

Signatures

INSIGHT VENTURE PARTNERS IV, L.P. By: Insight Venture Associates IV, L.L.C., its general partner, By: Insight Holdings Group, LLC, its managing member, By: /s/ Jeff Horing

05/28/2009

__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) See Exhibit 99.1.
- (2) See Exhibit 99.1.
- (3) See Exhibit 99.1.

Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' Signatures

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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