BENCHMARK FOUNDERS FUND V LP
Form 4/A
December 08, 2011

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 *
Benchmark Capital Management Co. V, L.L.C.

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
12/07/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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 (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	12/06/2011		J(1)		76,954	A	$ 0	76,954	I	See footnote (2)
Common Stock	12/06/2011		J(1)		839	A	$ 0	839	I	See footnote (3)
Common Stock	12/06/2011		J(1)		71,453	A	$ 0	71,453	D (4)	
Common Stock	12/06/2011		J(1)		109,586	A	$ 0	109,586	I	See footnote

								(5)
Common Stock	12/06/2011	J(1)	72,292	A	$ 0	72,292	D (6)	
Common Stock	12/06/2011	J(1)	18,075	A	$ 0	18,075	I	See footnote (8)
Common Stock	12/06/2011	J(1)	7,064	A	$ 0	7,064	I	See footnote (7)
Common Stock	12/07/2011	S	7,064	D	$ 14.5211 (9)	0	I	See footnote (7)
Common Stock	12/07/2011	S	839	D	$ 14.6189 (11)	0	I	See footnote (3)
Common Stock	12/07/2011	S	71,453	D	$ 14.6196 (11)	0	D (4)	
Common Stock	12/07/2011	S	18,075	D	$ 14.5301 (12)	0	I	See footnote (8)
Common Stock						9,350,740	I	See footnote (10)

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

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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
Benchmark Capital Management Co. V, L.L.C. 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
Benchmark Capital Partners V L P 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
BENCHMARK FOUNDERS FUND V LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
Benchmark Founders Fund V-A LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
Benchmark Founders Fund V-B LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
BALKANSKI ALEXANDRE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
GURLEY J WILLIAM 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
HARVEY KEVIN 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
KAGLE ROBERT 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
SPURLOCK STEVEN M 2480 SAND HILL ROAD		X		

SUITE 200
MENLO PARK, CA 94025

Signatures

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. V, L.L.C.	12/08/2011
**Signature of Reporting Person	Date
/s/ / Steven M. Spurlock, as general partner of Benchmark Capital Partners V, L.P.	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund V, L.P.	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund V-A, L.P.	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund V-B, L.P.	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Alexandre Balkanski	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for J. William Gurley	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Kevin R. Harvey	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle	12/08/2011
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock	12/08/2011
**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)	Represents the receipt of shares by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Benchmark Capital Partners V, L.P. ("BCP V") and its affiliated funds without consideration to their respective partners.
(2)	Shares owned directly by Alexandre Balkanski's family trust.
(3)	Shares owned directly by J. William Gurley's family partnership.
(4)	Shares owned directly by J. William Gurley.
(5)	Shares owned directly by Kevin R. Harvey's family trust.
(6)	Shares owned directly by Robert C. Kagle.
(7)	Shares owned directly by Benchmark Capital Holdings Co, L.L.C., which serves as the firm's management company and is under common control with BCMC V.
(8)	Shares owned directly by Steven M. Spurlock's family trust.
(9)	The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from $14.36 to $14.71 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Persons will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (9), (11) and

(12) to this Form 4/A.

(10) Benchmark Capital Management Co. V, LLC ("BCMC V"), the Designated Filer and general partner of each of BCP V, Benchmark Founders' Fund V, L.P. ("BFF V"), Benchmark Founders' Fund V-A, L.P. ("BFF V-A") and Benchmark Founders' Fund V-B, L.P. ("BFF V-B"), may be deemed to have the sole voting and dispositive power over 9,350,740 shares of the Issuer's common stock. BCMC V and each of its managing members disclaim beneficial ownership of these shares of Issuer's common stock except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and each of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(11) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from $14.48 to $14.865 per share.

(12) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from $14.36 to $14.71 per share.

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Steven M. Spurlock, Peter H Mitchell H. Lasky are the managing members of BCMC V, which serves as the general partner to each of BCP V, BFF V, BFF V-B. Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of such reporting person's pecuniary interest in such securities. *This report is one of three reports, each on a sepa Form 4/A, but relating to the same transaction being filed by BCMC V, its managing members and the Benchmark V Funds.

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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Explanation of Responses: