

Reynolds Barry D.
Form 4
August 24, 2012

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 *
Reynolds Barry D.

2. Issuer Name **and** Ticker or Trading
Symbol

SERVICESOURCE
INTERNATIONAL, INC. [SREV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O HOUSATONIC
PARTNERS, 44 MONTGOMERY
STREET, SUITE 4010

(Street)

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

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

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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	08/22/2012		S		210,671 <u>(1)</u>	D \$ 8.73 <u>(2)</u>	500,000	I	By Housatonic Equity Investors SBIC, LP <u>(5)</u>
Common Stock	08/23/2012		S		265,000 <u>(1)</u>	D \$ 8.56 <u>(3)</u>	235,000	I	By Housatonic Equity Investors SBIC, LP <u>(5)</u>

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Common Stock	08/24/2012	S	235,000 (1)	D	\$ 8.53 (4)	0	I	By Housatonic Equity Investors SBIC, LP (5)
Common Stock						3,874,303	I	By Housatonic Micro Fund SBIC, LP (6)
Common Stock						1,432,059	I	By Housatonic Equity Investors IV, LP (7)
Common Stock						66,018	I	By Housatonic Equity Affiliates IV, LP (8)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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

Reporting Owners

Reynolds Barry D.
C/O HOUSATONIC PARTNERS
44 MONTGOMERY STREET, SUITE 4010 X
SAN FRANCISCO, CA 94104

Signatures

/s/ Barry D.
Reynolds 08/24/2012
**Signature of Date
Reporting Person

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).

Housatonic Equity Investors SBIC, LP sold its remaining holdings in ServiceSource International in order to comply with the U.S. Small Business Administration's SBIC regulations requiring the mandatory redemption of 10 Year SBIC Participating Securities before the SBA's August 31, 2012 deadline.

(1) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$8.64 to \$8.86 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$8.45 to \$8.68 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$8.32 to \$8.69 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) The securities are owned by Housatonic Equity Investors SBIC, L.P. ("HEI SBIC"). The Reporting Person is a Manager of Housatonic Equity Partners SBIC, L.L.C. which serves as the general partner of HEI SBIC. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HEI SBIC. 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 Housatonic Micro Fund SBIC, L.P. ("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.

(7) The securities are owned by Housatonic Equity Investors IV, L.P. ("HEI IV"). The Reporting Persons 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.

(8) The securities are owned by Housatonic Equity Affiliates IV, L.P. ("HEA IV"). The Reporting Persons 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.

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