

SERVICESOURCE INTERNATIONAL, INC.
 Form 4
 June 09, 2016

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DUNLEVIE BRUCE

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)
 06/07/2016

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

C/O BENCHMARK CAPITAL PARTNERS, 2965 WOODSIDE ROAD

(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

WOODSIDE, CA 94062

(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 Ownership (Instr. 4)
Common Stock	06/07/2016		A	(A) or (D) Amount: 33,314 (1)	\$ 0	D	
Common Stock					185,619	I	See footnote (2)
Common Stock					68,627	I	See footnote (3)
Common Stock					4,476,535	I	See footnote (4)
					545,811	I	

Common Stock			See footnote <u>(5)</u>
Common Stock	104,503	I	See footnote <u>(6)</u>
Common Stock	82,232	I	See footnote <u>(7)</u>
Common Stock	5,850,740	I	See footnote <u>(8)</u>

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DUNLEVIE BRUCE
C/O BENCHMARK CAPITAL PARTNERS
2965 WOODSIDE ROAD
WOODSIDE, CA 94062

X

Signatures

/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie

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 May 15, 2017.
- (2) Shares are owned directly by Bruce W. Dunlevie's family trust.
- (3) Shares are owned directly by a limited liability company controlled by Bruce W. Dunlevie.
- (4) Shares are owned directly by Benchmark Capital Partners V, L.P. ("BCP V").
- (5) Shares are owned directly by Benchmark Founders' Fund V, L.P. ("BFF V").
- (6) Shares are owned directly by Benchmark Founders' Fund V-A, L.P. ("BFF V-A").
- (7) Shares are owned directly by Benchmark Founders' Fund V-B, L.P. ("BFF V-B").

Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of each of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole voting and dispositive power over these shares. BCMC V and each of its managing members disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and its managing members are the beneficial owner of these shares for purposes of Section 16 or any other purpose.

Remarks:

Bruce W. Dunlevie is a managing member of BCMC V. Mr. Dunlevie disclaims the existence of a "group" and disclaims bene

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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