

SERVICESOURCE INTERNATIONAL, INC.  
Form SC TO-I/A  
January 24, 2013

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

Amendment No. 2 to  
SCHEDULE TO

(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934

ServiceSource International, Inc.

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Options to Purchase Common Stock, \$0.0001 Par Value

(Title of Class of Securities)

81763U100

(CUSIP Number of Class of Securities)

(Underlying Options to Purchase Common Stock)

---

Michael A. Smerklo  
Chief Executive Officer  
634 Second Street  
San Francisco, California 94107  
(415) 901-6030

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Paul D. Warenski  
Executive Vice President,  
General Counsel and Secretary  
634 Second Street  
San Francisco, California 94107  
(415) 901-6030

Tony Jeffries  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, California 94304  
(650) 493-9300

---

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$6,688,344	\$912.29

\*

Estimated solely for the purposes of calculating the Amount of Filing Fee. The calculation of the Transaction Valuation assumes that all options to purchase the Issuer's common stock that are eligible for the offer will be tendered pursuant to this offer. These options have an aggregate value of \$6,688,344 as of December 18, 2012, calculated based on a Black-Scholes-Merton option pricing model.

\*\*

The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$136.40 for each \$1,000,000 of the value of the transaction.

X

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$912.29  
Form or Registration No.: Schedule TO-I  
Filing Party: ServiceSource International, Inc.  
Date Filed: December 21, 2012

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

---

---

SCHEDULE TO

This Amendment No. 2 ("Amendment No. 2") amends and supplements that certain Tender Offer Statement on Schedule TO (the "Schedule TO") relating to an offer (the "Offer") by ServiceSource International, Inc., a Delaware corporation (the "Company"), to exchange certain outstanding options for new options to purchase shares of Company common stock as set forth under the Offer to Exchange Certain Outstanding Options for New Options, originally dated December 21, 2012, and amended and restated as of January 8, 2013.

Only those items amended are reported in this Amendment No. 2. Except as specifically provided in this Amendment No. 2, the information contained in the Schedule TO remains unchanged.

This Amendment No. 2 is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(4) promulgated under the Securities Exchange Act of 1934, as amended.

Item 4. Terms of the Transaction.

(a) Material terms.

Item 4 of the Schedule TO is hereby amended to add the following information:

The Offer expired at 9:00 p.m., Pacific Time, on January 22, 2013. A total of 87 eligible option holders participated in the Offer. The Company has accepted for exchange options to purchase an aggregate of 2,838,625 shares of common stock. The Company has issued new options to purchase an aggregate of 992,352 shares of common stock in exchange for the cancellation of the tendered eligible options. The exercise price per share of each new option granted pursuant to the Offer is \$6.03, which is the closing price of the common stock as reported on NASDAQ on January 22, 2013, the grant date of the new options.

---

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SERVICESOURCE  
INTERNATIONAL,  
INC.

/s/ Paul D.  
Warenski

Paul D. Warenski  
Executive Vice President, General Counsel and Secretary

Date: January 24, 2013

INDEX TO EXHIBITS

Exhibit  
Number  
Description

(a)(1)(A)\*

Amended and Restated Offer to Exchange Certain Outstanding Options for New Options, dated January 8, 2013

(a)(1)(B)\*\*

Forms of Cover Email to Eligible Employees

(a)(1)(C)\*\*

ServiceSource International, Inc. Offer to Exchange Certain Outstanding Options for New Options-Election Form

(a)(1)(D)\*\*

ServiceSource International, Inc. Offer to Exchange Certain Outstanding Options for New Options-Withdrawal Form

(a)(1)(E)\*\*

Form of Reminder Email to Eligible Employees

(a)(1)(F)\*\*

Form of Reminder Email to Eligible Employees (Last Day)

(a)(1)(G)\*\*

Form of Confirmation Email to Eligible Employees who Elect to Participate in the Offer to Exchange Certain Outstanding Options for New Options

(a)(1)(H)\*\*

Screenshots from offer website

(b)

Not applicable

(d)(1)

2008 Share Option Plan and form of agreement thereunder (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-171271), filed on December 20, 2010)

(d)(2)

2011 Equity Incentive Plan and forms of agreements thereunder (incorporated herein by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-173116), filed on March 28, 2011)

(d)(3)

2011 Equity Incentive Plan current forms of award agreements (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed on May 4, 2012)

(g)

Not applicable

(h)

Not applicable

\*Previously filed as an exhibit to the Schedule TO-I/A filed with the Securities and Exchange Commission on January 8, 2013, File No. 005-86636.

\*\*Previously filed as an exhibit to the Schedule TO-I filed with the Securities and Exchange Commission on December 21, 2012, File No. 005-86636.