

SERVICESOURCE INTERNATIONAL, INC.

Form 4

February 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
OPPENHEIMER DAVID S

(Last) (First) (Middle)

**C/O SERVICESOURCE
INTERNATIONAL, INC., 634
SECOND STREET**

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 or Price		
Common Stock	02/07/2012		A		30,000 ⁽¹⁾	A	\$ 0
Common Stock	02/09/2012		M		48,140	A	\$ 4.95
Common Stock	02/09/2012		S ⁽³⁾		15,000	D	\$ 16.4757 ⁽⁴⁾
Common Stock	02/09/2012		S		33,140	D	\$ 16.5668
							30,837 ⁽²⁾
							78,977
							63,977
							30,837

(5)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.36	02/07/2012		A	25,000	(6) 02/07/2022	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 4.95	02/09/2012		M	48,140	(7) 07/28/2020	Common Stock	48,140

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OPPENHEIMER DAVID S
C/O SERVICESOURCE INTERNATIONAL, INC.
634 SECOND STREET
SAN FRANCISCO, CA 94107

Chief Financial Officer

Signatures

/s/ Paul D. Warenski, by power of attorney

02/09/2012

__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 which vest in four equal annual installments beginning on February 7, 2013.

(2) Includes 837 shares acquired under the Issuer's 2011 Employee Stock Purchase Plan on August 15, 2011.

(3) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 9, 2011.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$16.22 to \$16.79 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4) and (5) to this Form 4.

(5) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$16.2698 to \$16.80 per share.

(6) One-fourth of the shares subject to the option vest on February 7, 2013 and one forty-eighth of the shares vest monthly thereafter.

(7) One-fourth of the shares subject to the option vested on July 28, 2011 and one forty-eighth of the shares vest monthly thereafter.

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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