

GAPCO GMBH & CO KG
Form 4
August 04, 2011

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 *
GA SS HOLDING II LLC

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)
08/02/2011

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

* See remarks below.

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(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
X Form filed by More than One Reporting Person

GREENWICH, CT 06830

(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)
Common Stock	08/02/2011		J	26,190	D \$ 0	13,527,383	D (1) (11)
Common Stock	08/03/2011		S	2,439,643	D \$ 17.5	11,087,740	D (2) (11)
Common Stock	08/03/2011		S	2,236,838	D \$ 17.5	10,058,054	I See footnotes (2) (3) (11)
Common Stock	08/03/2011		S	3,082	D \$ 17.5	13,860	I See footnotes

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								(2) (4) (11)
Common Stock	08/03/2011	S	36,988	D	\$ 17.5	166,316	I	See footnotes (2) (5) (11)
Common Stock	08/02/2011	J	20,790	D	\$ 0	790,365	I	See footnotes (2) (6) (11)
Common Stock	08/03/2011	S	126,785	D	\$ 17.5	663,580	I	See footnotes (2) (7) (11)
Common Stock	08/02/2011	J	5,400	D	\$ 0	184,472	I	See footnotes (2) (8) (11)
Common Stock	08/03/2011	S	29,144	D	\$ 17.5	155,328	I	See footnotes (2) (9) (11)
Common Stock	08/03/2011	S	6,806	D	\$ 17.5	30,602	I	See footnotes (2) (10) (11)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
GA SS HOLDING II LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GENERAL ATLANTIC PARTNERS 83, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GAPSTAR LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GAP COINVESTMENTS IV LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 08330		X		* See remarks below.
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.
GAPCO MANAGEMENT GMBH C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		* See remarks below.

Signatures

/s/ Thomas J.
Murphy 08/03/2011

__Signature of
Reporting Person Date

/s/ Thomas J.
Murphy 08/03/2011

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Murphy 08/03/2011

__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) Distribution for no consideration to members of GA SS Holding II LLC ("GA II").

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- (2) Following the distribution described in footnote 1 above, on August 3, 2011, the issuer completed a secondary public offering of its common stock, par value \$0.0001 per share (the "Shares"). GA II, the direct record holder of all of the Shares reported herein, sold 2,439,643 Shares in the offering. After such sale, GA II was the direct beneficial owner of the entire 11,087,740 Shares reported herein.
- (3) General Atlantic Partners 83, L.P. ("GAP 83") is a member of GA II and following the transactions described herein indirectly beneficially owns 10,058,054 of the Shares held by GA II.
- (4) GAP Coinvestments CDA, L.P. ("CDA") is a member of GA II and following the transactions described herein indirectly beneficially owns 13,860 of the Shares held by GA II.
- (5) GapStar, LLC ("GapStar") is a member of GA II and following the transactions described herein indirectly beneficially owns 166,316 of the Shares held by GA II.
- (6) Distribution for no consideration to members of GAP Coinvestments III, LLC ("GAPCO III").
- (7) GAPCO III is a member of GA II and following the transactions described herein indirectly beneficially owns 663,580 of the Shares held by GA II.
- (8) Distribution for no consideration to members of GAPCO Coinvestments IV, LLC ("GAPCO IV").
- (9) GAPCO IV is a member of GA II and following the transactions described herein indirectly beneficially owns 155,328 of the Shares held by GA II.
- (10) GAPCO GmbH & Co. KG ("KG") is a member of GA II and following the transactions described herein indirectly beneficially owns 30,602 of the Shares held by GA II.
- (11) General Atlantic LLC ("General Atlantic") is the general partner of General Atlantic GenPar, L.P. ("GA GenPar") and CDA. GA GenPar is the general partner of GAP 83. The officers of GapStar and managing members of GAPCO III and GAPCO IV are managing directors of General Atlantic. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. Certain managing directors of General Atlantic make investment decisions for GmbH Management.

Remarks:

* Each reporting person may be deemed to be a "group" for purposes of the Securities Exchange Act of 1934. Ea

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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