

BENCHMARK FOUNDERS FUND V LP
 Form 4
 February 22, 2012

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 *
 Benchmark Capital Management Co.
 V, L.L.C.

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)
 2480 SAND HILL ROAD, SUITE 200,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2012

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

MENLO PARK, CA 94025

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

(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)				
				Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/21/2012			S		7,903	D	\$ 16.1044 (1)	0	I	See footnote (2)
Class A Common Stock	02/21/2012			S		20,198	D	\$ 16.0638 (4)	0	I	See footnote (3)
Class A Common Stock	02/21/2012			S		932	D	\$ 16.0693 (5)	0	I	See footnote (6)
Class A Common Stock	02/21/2012			S		47,604	D	\$	32,250	D (7)	

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Common Stock	16.0693 <u>(5)</u>			
Class A Common Stock		7,350,740	I	See footnote <u>(8)</u>
Class A Common Stock		152,043	I	See footnote <u>(9)</u>
Class A Common Stock		10,877	I	See footnote <u>(10)</u>
Class A Common Stock		122,221	I	See footnote <u>(11)</u>
Class A Common Stock		153,080	D <u>(12)</u>	

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Benchmark Capital Management Co. V, L.L.C. 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025			X
Benchmark Capital Partners V L P 2480 SAN HILL ROAD, SUITE 200 MENLO PARK, CA 94025			X
BENCHMARK FOUNDERS FUND V LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94010			X
Benchmark Founders Fund V-A LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025			X
Benchmark Founders Fund V-B LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025			X
BALKANSKI ALEXANDRE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025			X
GURLEY J WILLIAM 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X		X
HARVEY KEVIN 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025			X
KAGLE ROBERT 2480 SAND HILL ROAD MENLO PARK, CA 94025			X
SPURLOCK STEVEN M 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025			X

Signatures

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. V, L.L.C.		02/22/2012
**Signature of Reporting Person		Date
/s/ Steven M. Spurlock, as general partner of Benchmark Capital Partners V, L.P.		02/22/2012
**Signature of Reporting Person		Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund V, L.P.		02/22/2012
**Signature of Reporting Person		Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund V-A, L.P.		02/22/2012
**Signature of Reporting Person		Date

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/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund V-B, L.P.	02/22/2012
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Alexandre Balkanski	02/22/2012
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for J. William Gurley	02/22/2012
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Kevin R. Harvey	02/22/2012
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle	02/22/2012
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock	02/22/2012
**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.93 to \$16.36, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.
 - (2) Shares owned directly by Benchmark Capital Holdings Co, L.L.C., which serves as the firm's management company and is under common control with BCMC V
 - (3) Shares owned directly by Steven M. Spurlock's family trust.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.93 to \$16.36, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.24, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.
 - (6) Shares owned directly by J. William Gurley's family partnership.
 - (7) Shares owned directly by J. William Gurley.
 - (8) Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the Designated Filer and general partner of each of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have the sole voting and dispositive power over 7,350,740 shares of the Issuer's common stock. BCMC V and each of its managing members disclaim beneficial ownership of these shares of Issuer's common stock except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and each of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
 - (9) Shares owned directly by Alexandre Balkanski's family trust.
 - (10) Shares owned directly by a limited partnership controlled by Alexandre Balkanski.
 - (11) Shares owned directly by Kevin R. Harvey's family trust.
 - (12) Shares owned directly by Robert C. Kagle.

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Steven M. Spurlock, Peter H

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.