

McCullough Natalie A
Form 4
September 21, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCullough Natalie A

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)
C/O SERVICESOURCE
INTERNATIONAL, INC., 634 2ND
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2012

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

(Street)
SAN FRANCISCO, CA 94107

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/19/2012		M		3,333	A	\$ 4.26	53,333	D	
Common Stock	09/19/2012		M		5,645	A	\$ 4.6	58,978	D	
Common Stock	09/19/2012		S ⁽¹⁾		8,978	D	\$ 10	50,000	D	
Common Stock	09/20/2012		M		11,022	A	\$ 4.6	61,022	D	
	09/20/2012		S ⁽¹⁾		11,022	D	\$ 10	50,000	D	

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Common
Stock

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.26	09/19/2012		M		3,333		<u>(2)</u>	06/01/2014	Common Stock	3,333
Employee Stock Option (right to buy)	\$ 4.6	09/19/2012		M		5,645		<u>(3)</u>	11/04/2019	Common Stock	5,645
Employee Stock Option (right to buy)	\$ 4.6	09/20/2012		M		11,022		<u>(3)</u>	11/04/2019	Common Stock	11,022

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McCullough Natalie A
C/O SERVICESOURCE INTERNATIONAL, INC.
634 2ND STREET
SAN FRANCISCO, CA 94107

Chief
Strategy
Officer

Signatures

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

09/21/2012

__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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 9, 2011.
- (2) Twenty-five percent of the shares subject to the option vested on November 1, 2009 and 2.083% of the shares vest monthly thereafter.
- (3) Twenty-five percent of the shares subject to the option vested on November 4, 2010 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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