

MCMORRIS MARC F
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 *
MCMORRIS MARC F

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

GREENWICH, CT 06830

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			
Common Stock	08/02/2011		J		20,790	D	\$ 0	13,532,783	I	See footnotes (1) (4)
Common Stock	08/02/2011		J		5,400	D	\$ 0	13,527,383	I	See footnotes (2) (4)
Common Stock	08/03/2011		S		2,439,643	D	\$ 17.5	11,087,740	I	See footnotes (3) (4) (5) (6)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
MCMORRIS MARC F C/O GENERAL ATLANTIC SERVICE COMPANY, LLC 3 PICKWICK PLAZA GREENWICH, CT 06830				X

Signatures

/s/ Marc
McMorris 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 GAP Coinvestments III, LLC ("GAPCO III").
- (2) Distribution for no consideration to members of GAP Coinvestments IV, LLC ("GAPCO IV").

Following the distributions described in footnotes 1 and 2 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.

(4)

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Following the transactions described herein, the Shares held by GA II are indirectly beneficially owned by the following: (i) General Atlantic Partners 83, L.P. ("GAP 83"), a member of GA II, and the indirect beneficial owner of 10,058,054 Shares; (ii) GAP Coinvestments CDA, L.P. ("CDA"), a member of GA II, and the indirect beneficial owner of 13,860 Shares; (iii) GapStar, LLC ("GapStar"), a member of GA II, and the indirect beneficial owner of 166,316 Shares; (iv) GAPCO III, a member of GA II, and the indirect beneficial owner of 663,580 Shares; (v) GAPCO IV, a member of GA II, and the indirect beneficial owner of 155,328 Shares; and (vi) GAPCO GmbH & Co. KG, a member of GA II, and the indirect beneficial owner of 30,602 Shares.

- (5) 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.
- (6) Mr. McMorris is a director of the issuer and a managing director of General Atlantic. Mr. McMorris disclaims beneficial ownership of the Shares reported herein except to the extent of his pecuniary interest therein.

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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