

Reynolds Barry D.
Form 4
August 29, 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 *
Reynolds Barry D.

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)
08/27/2012

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

C/O HOUSATONIC PARTNERS, 44 MONTGOMERY STREET, SUITE 4010

(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
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94104

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 3,874,303 | I | By Housatonic Micro Fund SBIC, LP ⁽¹⁾ |
| Common Stock | 08/27/2012 | | P | | \$ 95,593 | A | 8.96 |
| | | | | | | | ⁽²⁾ |
| | 08/27/2012 | | P | | 4,407 | A | 70,425 |
| | | | | | | I | By Housatonic Equity Investors IV, LP ⁽³⁾ |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|----------------|----------------|-----------|---|--|
| Common Stock | | | | | \$ 8.96 (2) | | | | By Housatonic Equity Affiliates IV, LP (4) |
| Common Stock | 08/28/2012 | | P | 111,172 | A | \$ 9.01 (5) | 1,638,824 | I | By Housatonic Equity Investors IV, LP (3) |
| Common Stock | 08/28/2012 | | P | 5,125 | A | \$ 9.01 (5) | 75,550 | I | By Housatonic Equity Affiliates IV, LP (4) |
| Common Stock | 08/29/2012 | | P | 134,021 | A | \$ 9.06 (6) | 1,772,845 | I | By Housatonic Equity Investors IV, LP (3) |
| Common Stock | 08/29/2012 | | P | 6,178 | A | \$ 9.06 (6) | 81,728 | I | By Housatonic Equity Affiliates IV, LP (4) |

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.

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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. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Reynolds Barry D. C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 SAN FRANCISCO, CA 94104 | | X | | |

Signatures

/s/ Barry D.

Reynolds

08/29/2012

**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 securities are owned by Housatonic Micro Fund SBIC, L.P. ("HMF SBIC"). The Reporting Person is a Manager of Housatonic Micro Partners SBIC, L.L.C. which serves as the general partner of HMF SBIC. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HMF SBIC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(2) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$8.65 to \$9.02 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

(3) The securities are owned by Housatonic Equity Investors IV, L.P. ("HEI IV"). The Reporting Persons is a Manager of Housatonic Equity Partners IV, L.L.C. ("HEP IV") which serves as the general partner of HEI IV. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HEI IV. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(4) The securities are owned by Housatonic Equity Affiliates IV, L.P. ("HEA IV"). The Reporting Persons is a Manager of HEP IV which serves as the general partner of HEA IV. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HEA IV. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(5) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$8.97 to \$9.07 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

(6) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$8.99 to \$9.19 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

Remarks:

The purchases by Housatonic Equity Investors IV, L.P. and Housatonic Equity Affiliates IV, L.P. on August 27, 2012 reported to the extent of 9,000 shares, were matchable with the sale of an aggregate of 9,000 shares by Housatonic Equity Investors SBIC between August 22, 2012 and August 24, 2012. The Reporting Person has paid to the Issuer \$871.21 in connection with the short-swing transaction, in full satisfaction of the short-swing profit realized in the transaction.

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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