

McCullough Natalie A
 Form 3
 March 24, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>McCullough Natalie A</p> <p>(Last) (First) (Middle)</p> <p>C/O SERVICESOURCE INTERNATIONAL, INC., 634 SECOND STREET</p> <p>(Street)</p> <p>SAN FRANCISCO, CA 94107</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/24/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SERVICESOURCE INTERNATIONAL, INC. [SREV]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Marketing Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	--	--	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Edgar Filing: McCullough Natalie A - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	06/01/2014	Common Stock	80,000	\$ 1.49	D	Â
Employee Stock Option (right to buy)	Â (2)	01/30/2018	Common Stock	20,000	\$ 4.26	D	Â
Employee Stock Option (right to buy)	Â (3)	06/01/2014	Common Stock	40,000	\$ 4.26	D	Â
Employee Stock Option (right to buy)	Â (4)	11/04/2019	Common Stock	100,000	\$ 4.6	D	Â
Employee Stock Option (right to buy)	Â (5)	02/09/2020	Common Stock	60,000	\$ 4.65	D	Â
Employee Stock Option (right to buy)	Â (6)	12/16/2020	Common Stock	75,000	\$ 5.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCullough Natalie A C/O SERVICESOURCE INTERNATIONAL, INC. 634 SECOND STREET SAN FRANCISCO, CA 94107	Â	Â	Â Chief Marketing Officer	Â

Signatures

/s/ Paul D. Warenski, by power of attorney 03/24/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Shares subject to the option are fully vested and immediately exercisable.
- (2) The option is subject to an early exercise provision and is immediately exercisable. Twenty-five percent of the shares subject to the option vested on January 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 1, 2009 and 2.083% of the shares vest monthly thereafter.
- (4) 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.
- (5) One-fourth of the shares subject to the option vest on January 27, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (6) One-fourth of the shares subject to the option vest on December 16, 2011 and one forty-eighth of the shares vest monthly thereafter.

Â

Remarks:

Exhibit 24 - Power of Attorney

Edgar Filing: McCullough Natalie A - Form 3

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.