

SERVICESOURCE INTERNATIONAL, INC.
 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 *
 Housatonic Micro Fund SBIC, L.P.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SERVICESOURCE INTERNATIONAL, INC. [SREV]

(Check all applicable)

(Last) (First) (Middle)

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

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

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

08/03/2011

(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
 X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/03/2011 | | S | | 1,095,120 | D | \$ 16.8 |
| Common Stock | 08/03/2011 | | S | | 404,789 | D | \$ 16.8 |
| Common Stock | 08/03/2011 | | S | | 200,880 | D | \$ 16.8 |
| Common Stock | 08/03/2011 | | S | | 18,660 | D | \$ 16.8 |

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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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Housatonic Micro Fund SBIC, L.P. C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 SAN FRANCISCO, CA 94104 | | X | | |
| Housatonic Micro Partners SBIC, L.L.C. C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 SAN FRANCISCO, CA 94104-4704 | | X | | |
| Housatonic Equity Investors IV LP C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 SAN FRANCISCO, CA 94104-4704 | | X | | |
| Housatonic Equity Affiliates IV LP C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 SAN FRANCISCO, CA 94104-4704 | | X | | |
| Housatonic Equity Partners IV, L.L.C. C/O HOUSATONIC PARTNERS 44 MONTGOMERY STREET, SUITE 4010 | | X | | |

SAN FRANCISCO, CA 94104-4704

Housatonic Equity Investors SBIC, L.P.
 C/O HOUSATONIC PARTNERS
 44 MONTGOMERY STREET, SUITE 4010 X
 SAN FRANCISCO, CA 94104-4704

Housatonic Equity Partners SBIC, L.L.C.
 C/O HOUSATONIC PARTNERS
 44 MONTGOMERY STREET, SUITE 4010 X
 SAN FRANCISCO, CA 94104-4704

Signatures

/s/ Barry D. Reynolds, Manager, General Partner, Housatonic Micro Partners SBIC, L.L.C. 08/03/2011
 for Housatonic Micro Fund SBIC, L.P.

__Signature of Reporting Person Date

/s/ Barry D. Reynolds, Manager for Housatonic Micro Partners SBIC, L.L.C. 08/03/2011

__Signature of Reporting Person Date

/s/ Barry D. Reynolds, Manager, General Partner, Housatonic Equity Partners IV, L.L.C. for 08/03/2011
 Housatonic Equity Investors IV, L.P.

__Signature of Reporting Person Date

/s/ Barry D. Reynolds, Manager, General Partner, Housatonic Equity Partners IV, L.L.C. for 08/03/2011
 Housatonic Equity Affiliates IV, L.P.

__Signature of Reporting Person Date

/s/ Barry D. Reynolds, Manager for Housatonic Equity Partners IV, L.L.C. 08/03/2011

__Signature of Reporting Person Date

/s/ Barry D. Reynolds, Manager, General Partner, Housatonic Equity Partners SBIC, L.L.C. 08/03/2011
 for Housatonic Equity Investors SBIC, L.P.

__Signature of Reporting Person Date

/s/ Barry D. Reynolds, Manager for Housatonic Equity Partners SBIC, L.L.C. 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).

The securities are owned by Housatonic Micro Fund SBIC, L.P. ("HMF SBIC"). Housatonic Micro Partners SBIC, L.L.C. ("HMP SBIC") serves as the general partner of HMF SBIC. As such, HMP SBIC possesses sole voting and investment control over the shares owned by (1) HMF SBIC and may be deemed to have indirect beneficial ownership of the shares held by HMF SBIC. HMP SBIC owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(2) The securities are owned by Housatonic Equity Investors IV, L.P. ("HEI IV"). Housatonic Equity Partners IV, L.L.C. ("HEP IV") serves as the general partner of HEI IV. As such, HEP IV possesses sole voting and investment control over the shares owned by HEI IV and may be deemed to have indirect beneficial ownership of the shares held by HEI IV. HEP IV owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(3) The securities are owned by Housatonic Equity Investors SBIC, L.P. ("HEI SBIC"). Housatonic Equity Partners SBIC, L.L.C. ("HEP SBIC") serves as the general partner of HEI SBIC. As such, HEP SBIC possesses sole voting and investment control over the shares owned by HEI SBIC and may be deemed to have indirect beneficial ownership of the shares held by HEI SBIC. HEP SBIC owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary

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interest therein.

- (4) The securities are owned by Housatonic Equity Affiliates IV, L.P. ("HEA IV"). HEP IV serves as the general partner of HEA IV. As such, HEP IV possesses sole voting and investment control over the shares owned by HEA IV and may be deemed to have indirect beneficial ownership of the shares held by HEA IV. HEP IV owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its 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. 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.