SolarWinds, Inc.
Form 4
May 28, 2009

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
INSIGHT VENTURE PARTNERS IV LP

(Last) (First) (Middle)

680 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SolarWinds, Inc. [SWI]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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, par value $0.001 per share	05/26/2009		S		111,625	D	$ 12.5 (1)	1,559,655	D (2)	
Common Stock, par value $0.001 per share	05/26/2009		S		887	D	$ 12.5 (1)	12,397	D (2)	
Common Stock, par	05/26/2009		S		14,923	D	$ 12.5	208,513	D (2)	

value $0.001 per share						(1)				
Common Stock, par value $0.001 per share	05/26/2009		S	13,756	D	$ 12.5 (1)	192,208	D (2)		
Common Stock, par value $0.001 per share	05/26/2009		S	141,191	D	$ 12.5 (1)	1,972,773	I	See footnote (2)	

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

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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
Convertible Preferred Stock, par value $0.001 per share	(3)	05/26/2009		C			835,640	(3)	(3)	Common Stock	835,6
Convertible Preferred Stock, par value $0.001 per share	(3)	05/26/2009		C			6,642	(3)	(3)	Common Stock	6,64
Convertible Preferred Stock, par value $0.001 per	(3)	05/26/2009		C			111,718	(3)	(3)	Common Stock	111,7

share								
Convertible Preferred Stock, par value $0.001 per share	(3)	05/26/2009	C	102,982	(3)	(3)	Common Stock	102,9
Convertible Preferred Stock, par value $0.001 per share	(3)	05/26/2009	C	1,056,982	(3)	(3)	Common Stock	1,056,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSIGHT VENTURE PARTNERS IV LP 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Co-Investors), L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Cayman), L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Fund B), L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Associates IV, LLC 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		
Insight Holdings Group, LLC 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019		X		

Signatures

INSIGHT VENTURE PARTNERS IV, L.P. By: Insight Venture Assoicates IV, L.L.C., its general partner, By: Insight Holdings Group, LLC, its managing member, By: /s/ Jeff Horing 05/28/2009

**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) See Exhibit 99.1.

(2) See Exhibit 99.1.

(3) See Exhibit 99.1.

Remarks:
Exhibit List:

Exhibit 99.1 - Explanation of Responses
Exhibit 99.2 - Joint Filers' Names and Addresses
Exhibit 99.3 - Joint Filers' Signatures

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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