

DUNLEVIE BRUCE
Form 4
August 23, 2017

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 *
DUNLEVIE BRUCE

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)
08/22/2017

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

C/O BENCHMARK CAPITAL
PARTNERS, 2965 WOODSIDE
ROAD

(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

WOODSIDE, CA 94062

(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 | 08/22/2017 | | P | | 20,711 | A | \$ 3.33 <u>(1)</u> | 233,768 | I | See Footnote <u>(2)</u> |
| Common Stock | 08/23/2017 | | P | | 1,851 | A | \$ 3.46 <u>(3)</u> | 235,619 | I | See Footnote <u>(2)</u> |
| Common Stock | | | | | | | | 105,816 | D | |
| Common | | | | | | | | 68,627 | I | See |

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| | | | | |
|-----------------|-----------|---|--|------------------------|
| Stock | | | | Footnote (4) |
| Common Stock | 4,476,535 | I | | See Footnote (5) |
| Common Stock | 545,811 | I | | See Footnote (6) |
| Common Stock | 104,503 | I | | See Footnote (7) |
| Common Stock | 82,232 | I | | See Footnote (8) |
| Common Stock | 5,850,740 | I | | See Footnote (9) |

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 Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

DUNLEVIE BRUCE
C/O BENCHMARK CAPITAL PARTNERS X
2965 WOODSIDE ROAD
WOODSIDE, CA 94062

Signatures

/s/ Patricia A. Elias, by power of attorney 08/23/2017

__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 shares were purchased in multiple trades during the day at prices ranging from \$3.29 to \$3.39. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request, to the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which the transactions were effected.
 - (2) Shares are owned directly by Bruce W. Dunlevie's family trust.
 - (3) The shares were purchased in multiple trades during the day at prices ranging from \$3.39 to \$3.47. The weighted-average price is reported above.
 - (4) Shares are owned directly by a limited liability company controlled by Bruce W. Dunlevie.
 - (5) Shares are owned directly by Benchmark Capital Partners V, L.P. ("BCP V").
 - (6) Shares are owned directly by Benchmark Founders' Fund V, L.P. ("BFF V").
 - (7) Shares are owned directly by Benchmark Founders' Fund V-A L.P. ("BFF V-A").
 - (8) Shares are owned directly by Benchmark Founders' Fund V-B, L.P. ("BFF V-B").

Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of each of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole voting and dispositive power over these shares. BCMC V and each of its managing members disclaim
 - (9) beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and its managing members are the beneficial owner of these shares for purposes of Section 16 or any other purpose.

Remarks:

Bruce W. Dunlevie is a managing member of BCMC V. Mr. Dunlevie disclaims the existence of a "group" and disclaims bene

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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