

Smerklo Michael 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)

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

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)
Common Stock	2,278,289	I	See footnote <u>(1)</u>
Common Stock	450,000	I	See footnote <u>(2)</u>

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
--	--	--	---------------------------	----------------------	--

Edgar Filing: Smerklo Michael A - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â (3)	01/31/2017	Common Stock	1,800,000	\$ 4.26	D	Â
Employee Stock Option (right to buy)	Â (4)	02/09/2020	Common Stock	500,000	\$ 4.65	D	Â
Employee Stock Option (right to buy)	Â (5)	12/16/2020	Common Stock	325,000	\$ 5.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smerklo Michael A C/O SERVICESOURCE INTERNATIONAL, INC. 634 SECOND STREET SAN FRANCISCO, CA 94107	Â X	Â	Â CEO & Chairman of the Board	Â

Signatures

/s/ Paul D. Warenski, by power of attorney
Date: 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 held directly by The True North Trust dated July 25, 2008 for which the Reporting Person serves as trustee.
- (2) Shares held directly by the 2010 Michael Smerklo Grantor Retained Annuity Trust dated November 23, 2010 for which the Reporting Person serves as trustee.
- (3) 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, 2008 and 2.083% of the shares vest monthly thereafter.
- (4) One-fourth of the shares subject to the option vested on January 27, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (5) 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

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.