FENTON PETER H
Form 4/A
December 08, 2011

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 *
FENTON PETER H

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SERVICESOURCE INTERNATIONAL, INC. [SREV]

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
12/07/2011

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	12/06/2011		J(1)		67,361	A	$ 0	67,361	I	See footnote (2)
Common Stock	12/06/2011		J(1)		33,421	A	$ 0	33,421	I	See footnote (3)
Common Stock	12/06/2011		J(1)		7,064	A	$ 0	7,064	I	See footnote (5)
Common	12/07/2011		S		7,064	D	$	0	I	See

Stock		14.5211 (4)			footnote (5)
Common Stock			9,350,740	I	See footnote (6)

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
FENTON PETER H 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
LASKY MITCHELL 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		

Signatures

/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton	12/08/2011
**Signature of Reporting Person	Date

/s/ Steven M. Spurlock, by power of attorney for Mitchell H. Lasky — 12/08/2011

**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).

(1) Represents the receipt of shares by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Benchmark Capital Partners V, L.P. ("BCP V") and its affiliated funds without consideration to their respective partners.

(2) Shares owned directly by Peter H. Fenton's family trust.

(3) Shares owned directly by Mitchell H. Lasky's family trust.

(4) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from $17.9004 to $17.95 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Persons will provide full information regarding the number of shares sold at each separate price.

(5) Shares owned directly by Benchmark Capital Holdings Co, L.L.C., which serves as the firm's management company and is under common control with BCMC V.

(6) Benchmark Capital Management Co. V, LLC ("BCMC V"), the general partner of each of BCP V, Benchmark Founders' Fund V, L.P. ("BFF V"), Benchmark Founders' Fund V-A, L.P. ("BFF V-A") and Benchmark Founders' Fund V-B, L.P. ("BFF V-B"), may be deemed to have the sole voting and dispositive power over 9,350,740 shares of the Issuer's common stock. BCMC V and each of its managing members disclaim beneficial ownership of these shares of Issuer's common stock except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and each of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Steven M. Spurlock, Peter H Mitchell H. Lasky are the managing members of BCMC V, which serves as the general partner to each of BCP V, BFF V, BFF V-B. Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of such reporting person's pecuniary interest in such securities. *This report is one of three reports, each on a sepa Form 4/A, but relating to the same transaction being filed by BCMC V, its managing members and the Benchmark V Funds.

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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