SERVICESOURCE INTERNATIONAL, INC.

Form SC 13G/A

February 17, 2017
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule 13G
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 5)*
ServiceSource International, Inc. (Name of Issuer)
Common Stock
(Title of Class of Securities)
81763U100
(CUSIP Number)
December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

oRule 13d-1(b)
oRule 13d-1(c)
x Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on following pages)
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Exhibit Index Contained on Page 19

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1	NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	
	(a) o (b) x
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
	4,476,535 shares, except that Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the
	general partner of BCP V, may be deemed to have sole power to vote these shares, and Alexandre
	5Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley
NUMBER	·
SHARES	Steven M. Spurlock ("Spurlock"), the members of BCMC V, may be deemed to have shared power to
	ALLY vote these shares.
OWNED B	
EACH	See response to row 5.
REPORTIN	
PERSON	4,476,535 shares, except that BCMC V, the general partner of BCP V, may be deemed to have sole
WITH	7 power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky
	and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these
	shares.
	_o SHARED DISPOSITIVE POWER
	⁸ See response to row 7.
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
	4,476,535
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	TERCENT OF CENDS REPRESENTED BY TRIVE COVER IN TROOP
	5.1%
	TYPE OF REPORTING PERSON
12	TIL OF THE ORTHOOF
	PN
	111

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1	NAME OF REPORTING PERSON Benchmark Founders' Fund V, L.P. ("BFF V") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	CHECK THE AFFROFRIATE BOX II' A MEMBER OF A GROUP
2	(a) o (b) x
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
NUMBER	oF 545,811 shares, except that BCMC V, the general partner of BFF V, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.
SHARES BENEFICI	SHARED VOTING POWER
OWNED E	Sag reconned to row 5
EACH	SOLE DISPOSITIVE POWER
REPORTIN PERSON WITH	and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these
	shares.
	8 SHARED DISPOSITIVE POWER See response to row 7.
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
	545,811
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	
	0.6%
10	TYPE OF REPORTING PERSON
12	PN

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) 0 (b) x SEC USE ONLY (CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER	1	NAME OF REPORTING PERSON Benchmark Founders' Fund V-A, L.P. ("BFF V-A")
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 5 OWNED BY EACH REPORTING PERSON WITH 104,503 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares. SHARED VOTING POWER See response to row 5. SOLE DISPOSITIVE POWER 104,503 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole 7power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 O.1% TYPE OF REPORTING PERSON		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
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4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER 104,503 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares. SHARED VOTING POWER SEACH REPORTING PERSON WITH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 11 101,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 11 11 12 12 15 17 17 17 17 17 17 17 17 17		(a) o (b) x
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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12	NUMBER	
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EACH REPORTING PERSON WITH 104,503 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole 7 power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12		See response to row 5.
7 power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 8 See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON		SOLE DISPOSITIVE POWER
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shares. 8 SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON	PERSON	
8 SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 OPERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON	WITH	<u>*</u>
See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 OPERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 O.1% TYPE OF REPORTING PERSON 12		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 OPERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 O.1% TYPE OF REPORTING PERSON 12		
9 104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12		*
104,503 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12	0	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LERSON
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12		104 503
10 O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12		
o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12	10	CILETIBOTH THE TROOKESTILL INFOCTIF IN (NO.1) (2) ENCEDED SERVITING OF INCIDENCE
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11 0.1% TYPE OF REPORTING PERSON 12	10	0
11 0.1% TYPE OF REPORTING PERSON 12		
TYPE OF REPORTING PERSON 12	11	
12		0.1%
		TYPE OF REPORTING PERSON
	12	
PN		PN

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1	NAME OF REPORTING PERSON Benchmark Founders' Fund V-B, L.P. ("BFF V-B")
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	
	(a) o (b) x
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
	582,232 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole
NII II ADED	nower to vote these shares and Ralkanski Dunlevie Fenton Gurley Harvey Kagle Lasky and
NUMBER	Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.
SHARES	SHARED VOTING POWER
BENEFICI	See response to row 5
OWNED E	SOLE DISPOSITIVE POWER
EACH	82,232 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole
REPORTIN	7 power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky
PERSON	and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these
WITH	shares.
	_o SHARED DISPOSITIVE POWER
	See response to row 7.
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
	82,232
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	
	0.1%
	TYPE OF REPORTING PERSON
12	
	PN

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1	NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP"
3	(a) o (b) x SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER SHARES BENEFICI	the members of BCMC V, may be deemed to have shared power to vote these shares. SHARED VOTING POWER See response to row 5
OWNED B EACH REPORTIN PERSON WITH	SOLE DISPOSITIVE POWER 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V, the general partner of BCP V, BFF V-A and BFF V-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares. 8 SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,850,740 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.7% TYPE OF REPORTING PERSON
12	00

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1	NAME OF REPORTING PERSON Alexandre Balkanski
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	
	(a) o (b) x
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
4	U.S. Citizen
	SOLE VOTING POWER
NUMBER	OF 0 shares
	SHARED VOTING POWER
SHARES	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by
	₆ BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
BENEFICI	ALLY641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is
	the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC
OWNED B	· · · · · · · · · · · · · · · · · · ·
EACH	₇ SOLE DISPOSITIVE POWER
	0 shares
REPORTIN	NG SHARED DISPOSITIVE POWER
	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by
PERSON	₈ BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
	⁸ 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is
WITH	the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC
	V, may be deemed to have shared power to have shared power to dispose of these shares.
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
	5,850,740
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	
	6.7%
	TYPE OF REPORTING PERSON
12	
	IN

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1	NAME OF REPORTING PERSON Bruce W. Dunlevie CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	CHECK THE AFFROFRIATE BOX II. A WEWIDER OF A GROOF
3 4	(a) o (b) x SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
	SOLE VOTING POWER 5291,497 shares, of which 37,251 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2016. SHARED VOTING POWER
	641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V. may be deemed to have shared power to vote these shares.
OWNED B EACH REPORTIN PERSON	SOLE DISPOSITIVE POWER 7201 407 shares of which 37.251 are issuable pursuant to outstanding options eversisable within 60.
WITH	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	6,142,237 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	7.0% TYPE OF REPORTING PERSON
12	IN

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1	NAME OF REPORTING PERSON Peter Fenton CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	
	(a) o (b) x
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
T	U.S. Citizen
	SOLE VOTING POWER
	0 shares
	SHARED VOTING POWER
NUMBER	BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
SHARES	641.659 are held in nominee form for the benefit of persons associated with RCMC V - RCMC V is
BENEFICI	the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V,
OWNED B	may be deemed to have shared power to vote these shares.
EACH	7 SOLE DISPOSITIVE POWER 0 shares
REPORTIN	NG SHARED DISPOSITIVE POWER
PERSON WITH	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V,
	may be deemed to have shared power to dispose of these shares.
0	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	5 050 740
	5,850,740 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	CHECK BOX IF THE AGOREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAKES
10	o
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	TERCETT OF CERTSO REFRESERVED BY THIS OF VERY NOW
	6.7%
	TYPE OF REPORTING PERSON
12	
	IN

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1	NAME OF REPORTING PERSON J. William Gurley
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	(a) o (b) x
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
•	U.S. Citizen
	5 SOLE VOTING POWER 0 shares
	SHARED VOTING POWER
NUMBER	OF 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
SHARES	641.659 are held in nominee form for the benefit of persons associated with RC'MC' V - RC'MC' V is
BENEFICI	ALLY the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Gurley, a member of BCMC V,
OWNED B	may be deemed to have shared power to vote these shares. SOLE DISPOSITIVE POWER
EACH	() chares
REPORTIN PERSON	SHARED DISPOSITIVE POWER
WITH	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8 BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
	^o 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Gurley, a member of BCMC V,
	may be deemed to have shared power to dispose of these shares.
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
	5,850,740
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	
	6.7%
	TYPE OF REPORTING PERSON
12	IN

CUSIP NO. 81763U100 13 G Page 11 of 20

1	NAME OF REPORTING PERSON Kevin R. Harvey
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	
	(a) o (b) x
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	U.S. Citizen
	SOLE VOTING POWER
	0 shares SHARED VOTING POWER
	5.850.740 shares of which 4.476.535 are directly owned by RCP.V. 545.811 are directly owned by
NUMBER	OF BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
	641.659 are held in nominee form for the benefit of persons associated with RC'MC' V - RC'MC' V is
SHARES	the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V,
	may be deemed to have shared power to vote these shares.
OWNED E EACH	SY SOLE DISPOSITIVE POWER
REPORTII	Oshares
PERSON	SHARED DISPOSITIVE POWER
WITH	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by
	8 BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
	^o 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is
	the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V, may be deemed to have shared power to dispose of these shares.
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,850,740
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10	
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11	
	6.7%
	TYPE OF REPORTING PERSON
12	
	IN

CUSIP NO. 81763U100 13 G Page 12 of 20

1	NAME OF REPORTING PERSON Robert C. Kagle		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
2	(a) o (b) x		
3 SEC USE ONLY . CITIZENSHIP OR PLACE OF ORGANIZATION			
4	U.S. Citizen		
	5 SOLE VOTING POWER		
	213,067 shares SHARED VOTING POWER		
	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by		
NUMBER	OF 3,530,740 shares, of which 4,470,533 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and		
SHARES 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is BENEFICIALLY the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V,			
EACH 7213,067 shares 8213,067 shares			
PERSON	SHARED DISPOSITIVE POWER		
WITH	5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by		
	8BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is		
	the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V,		
	may be deemed to have shared power to dispose of these shares.		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9			
	6,063,807		
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10			
	0		
1.1	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11	7.00		
	7.0% TYPE OF REPORTING PERSON		
12	I I PE OF REPORTING PERSON		
12	IN		

CUSIP NO. 81763U100 13 G Page 13 of 20

1	NAME OF REPORTING PERSON Mitchell H. Lasky CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) o (b) x		
3			
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen		
	SOLE VOTING POWER		
	5 0 shares		
	SHARED VOTING POWER		
NATIONED	5.850.740 shares, of which 4.476.535 are directly owned by BCP V. 545.811 are directly owned by		
NUMBER	OF BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and		
SHARES	641.659 are held in nominee form for the benefit of persons associated with RC'MC' V - RC'MC' V is		
SHARES the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Lasky, a member of BCMC V, BENEFICIALLY may be degreed to be a cheered required to be seen as a constant of the second required to be seen as a constant			
may be deemed to have shared power to vote these shares.			
EACH 70 shares			
REPORTING SHARED DISPOSITIVE POWER			
PERSON WITH 5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by			
WITH	BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and		
	⁸ 641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is		
	the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Lasky, a member of BCMC V,		
	may be deemed to have shared power to dispose of these shares.		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9			
	5,850,740		
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10			
	0		
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11			
	6.7%		
	TYPE OF REPORTING PERSON		
12	IN		

CUSIP NO. 81763U100 13 G Page 14 of 20

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1
          NAME OF REPORTING PERSON
                                            Steven M. Spurlock
          CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2
          (a) o (b) x
          SEC USE ONLY
3
          CITIZENSHIP OR PLACE OF ORGANIZATION
4
          U.S. Citizen
             SOLE VOTING POWER
               0 shares
               SHARED VOTING POWER
               5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by
NUMBER OF
             BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
               641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is
BENEFICIALLY, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC
               V, may be deemed to have shared power to vote these shares.
OWNED BY
             7 SOLE DISPOSITIVE POWER
EACH
               0 shares
REPORTING
               SHARED DISPOSITIVE POWER
PERSON
               5,850,740 shares, of which 4,476,535 are directly owned by BCP V, 545,811 are directly owned by
WITH
             8BFF V, 104,503 are directly owned by BFF V-A, 82,232 are directly owned by BFF V-B and
               641,659 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is
               the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC
               V, may be deemed to have shared power to dispose of these shares.
          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
          5,850,740
          CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
10
          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11
          6.7%
          TYPE OF REPORTING PERSON
12
          IN
```

CUSIP NO. 81763U100 13 G Page 15 of 20

This Amendment No. 5 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners V, L.P., a Delaware limited partnership ("BCP V"), Benchmark Founders' Fund V, L.P., a Delaware limited partnership ("BFF V-A"), Benchmark Founders' Fund V-B, L.P., a Delaware limited partnership ("BFF V-B"), Benchmark Capital Management Co. V, L.L.C., a Delaware limited liability company ("BCMC V"), and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock") (together will all prior and current amendments thereto, this "Schedule 13G").

ITEM

1(A). NAME OF ISSUER

ServiceSource International, Inc.

ITEM

1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

760 Market Street, 4th Floor San Francisco, CA 94102

ITEM

2(A). NAME OF PERSONS FILING

This Statement is filed by BCP V, BFF V, BFF V-A, BFF V-B, BCMC V, Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is: Benchmark Capital 2965 Woodside Road

Woodside, California 94062

ITEM 2(C). CITIZENSHIP

BCP V, BFF V, BFF V-A and BFF V-B are Delaware limited partnerships. BCMC V is a Delaware limited liability company. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are United States Citizens.

ITEM

2(D) TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

and (E).

16

Common Stock CUSIP # 81763U100

TTEM Not Applicable.

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ITEM OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2016 (based on 86,934,054 shares of Common Stock of the issuer outstanding as of October 28, 2016 as reported by the on Form 10-Q for the period ended September 30, 2016 and filed with the Securities and Exchange Commission on November 9, 2016).

Amount beneficially owned:

(a)

See Row 9 of cover page for each Reporting Person.

(b)	Percent of Class: See Row 11 of cover page for each Reporting Person.			
(c)	Number of shares as to which such person has:			
(i)	Sole power to vote or to direct the vote: See Row 5 of cover page for each Reporting Person.			
(ii)	Shared power to vote or to direct the vote:			
See Row 6 of cover page for each Reporting Person.				
(iii)	Sole power to dispose or to direct the disposition of:			

(iv)

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP V, BFF V, BFF V-A and BFF V-B, and the limited liability company agreement of BCMC V, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE

7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

CUSIP NO. 81763U100 13 G Page 17 of 20

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. <u>CERTIFICATION</u>

Not applicable.

CUSIP NO. 81763U100 13 G Page 18 of 20

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2017

BENCHMARK CAPITAL PARTNERS V, L.P.,

a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND V, L.P.,

a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND V-A, L.P.,

a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND V-B, L.P.,

a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. V, L.L.C.,

a Delaware Limited Liability Company

By:/s/ Steven M. Spurlock Steven M. Spurlock Managing Member

ALEXANDRE BALKANSKI BRUCE W. DUNLEVIE PETER FENTON J. WILLIAM GURLEY KEVIN R. HARVEY ROBERT C. KAGLE MITCHELL H. LASKY STEVEN M. SPURLOCK

By:/s/ Steven M. Spurlock Steven M. Spurlock Attorney-in-Fact*

^{*}Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Found on

Sequentially

Exhibit Numbered Page

Exhibit A: Agreement of Joint Filing 20

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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of ServiceSource International, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.