

Smerklo Michael A  
 Form 4  
 January 11, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Smerklo Michael A

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)  
 01/09/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO & Chairman of the Board

C/O SERVICESOURCE  
 INTERNATIONAL, INC., 624 2ND  
 STREET

(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

SAN FRANCISCO, CA 94107

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 01/09/2012                           |  | S <sup>(1)</sup>               |   | 8,570   | D  | \$ 15.106 <sup>(2)</sup>                              |
|                                 |                                      |  |                                |   |   |  | 1,143,044   |
| Common Stock                    | 01/09/2012                           |  | S <sup>(1)</sup>               |   | 8,570   | D  | \$ 15.1008 <sup>(2)</sup>                             |
|                                 |                                      |  |                                |   |   |  | 407,150   |
| Common Stock                    | 01/10/2012                           |  | S <sup>(1)</sup>               |   | 8,570   | D  | \$ 15.5537 <sup>(5)</sup>                             |
|                                 |                                      |  |                                |   |   |  | 1,134,474   |

See footnote (3)

See footnote (4)

See footnote (3)

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|                 |            |  |                  |       |   |                      |         |   |                        |
|-----------------|------------|--|------------------|-------|---|----------------------|---------|---|------------------------|
| Common<br>Stock | 01/10/2012 |  | S <sup>(1)</sup> | 8,570 | D | \$<br>15.5589<br>(5) | 398,580 | I | See<br>footnote<br>(4) |
|-----------------|------------|--|------------------|-------|---|----------------------|---------|---|------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| Smerklo Michael A<br>C/O SERVICESOURCE INTERNATIONAL, INC.<br>624 2ND STREET<br>SAN FRANCISCO, CA 94107 | X             |           | CEO &<br>Chairman of<br>the Board |       |

## Signatures

/s/ Paul D. Warenski, by power of attorney 01/11/2012

\_\_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 sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person on August 28, 2011.
- (2)

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The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$14.90 to \$15.31 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (5) to this Form 4.

- (3) Shares held directly by The True North Trust dated July 25, 2008 for which the Reporting Person serves as trustee.
- (4) Shares held directly by the 2010 Michael Smerklo Grantor Retained Annuity Trust dated November 23, 2010 for which the Reporting Person serves as trustee.
- (5) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$15.45 to \$15.8101 per share.

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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