

SERVICESOURCE INTERNATIONAL, INC.

Form SC 13D/A

October 04, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**(Amendment No. 5)\***

ServiceSource International, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

81763U100

(CUSIP Number)

Rishi Bajaj

Managing Principal

Altai Capital Management, L.P.

230 West 56th Street, Apt. 53C

New York, New York 10019

212-201-5734

With a copy to:

Marc Weingarten

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

212-756-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 2, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Page 1 of 7)

\*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).

NAMES OF REPORTING  
PERSONS

1 I.R.S. IDENTIFICATION  
NOS. OF ABOVE  
PERSONS (ENTITIES  
ONLY)

2 Altai Capital Management,  
L.P.  
CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b)   
OF A  
GROUP  
SEC USE ONLY

4 SOURCE OF FUNDS

5 AF  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL PROCEEDINGS  
IS REQUIRED  
PURSUANT TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

7 SOLE  
VOTING  
POWER

8 NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
0  
SHARED  
VOTING  
POWER  
6,312,057  
9 SOLE  
DISPOSITIVE

POWER

0

SHARED

DISPOSITIVE

10 POWER

6,312,057

AGGREGATE AMOUNT

BENEFICIALLY

OWNED BY EACH

REPORTING PERSON

11

6,312,057

CHECK BOX IF THE

AGGREGATE AMOUNT

IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

13

7.08%

TYPE OF REPORTING

PERSON

14

IA, PN

NAMES OF  
REPORTING PERSONS

1 I.R.S. IDENTIFICATION  
NOS. OF ABOVE  
PERSONS (ENTITIES  
ONLY)

Altai Capital  
Management, LLC

2 CHECK  
THE  
APPROPRIATE  
BOX IF A (a) ..  
MEMBER (b) p  
OF A  
GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL PROCEEDINGS  
IS REQUIRED  
PURSUANT TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

7 SOLE  
VOTING  
POWER

NUMBER OF 0  
SHARES 8 SHARED  
BENEFICIALLY VOTING  
OWNED BY POWER  
EACH  
REPORTING  
PERSON  
WITH

6,312,057  
SOLE  
DISPOSITIVE

9 POWER

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SHARED  
DISPOSITIVE

10 POWER

6,312,057

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

11

6,312,057  
CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (11)  
EXCLUDES CERTAIN  
SHARES

12

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

13

7.08%  
TYPE OF REPORTING  
PERSON

14

HC, OO

NAMES OF  
REPORTING PERSONS

1 I.R.S. IDENTIFICATION  
NOS. OF ABOVE  
PERSONS (ENTITIES  
ONLY)

Rishi Bajaj  
2 CHECK  
THE  
APPROPRIATE  
BOX IF A MEMBER (a) ..  
OF A (b) p  
GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL PROCEEDINGS  
IS REQUIRED  
PURSUANT TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

United States of America  
SOLE  
VOTING  
7 POWER

8 NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
0  
SHARED  
VOTING  
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6,312,057  
9

SOLE  
DISPOSITIVE  
POWER

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SHARED  
DISPOSITIVE  
10 POWER

6,312,057

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

12 6,312,057  
CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (11)  
EXCLUDES CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 7.08%  
TYPE OF REPORTING  
PERSON

HC, IN



CUSIP No. 81763U100 SCHEDULE 13 D Page 5 of 7 Pages

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Act, the undersigned hereby amend the Schedule 13D originally filed on June 27, 2014, as amended by Amendment No. 1 to the Schedule 13D filed on September 5, 2014, as amended by Amendment No. 2 to the Schedule 13D filed on November 17, 2014, as amended by Amendment No. 3 to the Schedule 13D filed on June 2, 2016, as amended by Amendment No. 4 to the Schedule 13D filed on September 19, 2017 ("Amendment No. 4" and, as so amended, the "Schedule 13D"), relating to the common stock, par value \$0.0001 per share (the "Common Stock"), of ServiceSource International, Inc., a Delaware corporation (the "Company" or the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 5 have the meanings set forth in the Schedule 13D. This Amendment No. 5 amends Items 2, 3 and 5 as set forth below.

**Item**  
**2. IDENTITY AND BACKGROUND**

Items 2(a) and (c) of the Schedule 13D are hereby amended and restated as follows:

(a) This Schedule 13D is filed by: (i) Altai Capital Management, L.P., a Delaware limited partnership registered as an investment adviser with the U.S. Securities and Exchange Commission ("Investment Manager"); (ii) Altai Capital Management, LLC, a Delaware limited liability company ("IMGP"); and (iii) Mr. Rishi Bajaj.

Each of the foregoing is referred to as a "Reporting Person" and collectively as, the "Reporting Persons." Accordingly, the Reporting Persons are hereby filing this joint Schedule 13D.

This Schedule 13D relates to the Common Stock held for the account of Altai Capital Osprey, LLC, a Delaware limited liability company ("Osprey") and accounts separately managed by Investment Manager (the "Separately Managed Accounts"). Investment Manager serves as investment manager to each of Osprey and the Separately Managed Accounts. Each of Investment Manager, IMGP and Mr. Bajaj may be deemed to have voting and dispositive power over the Common Stock held for the account of each of Osprey and the Separately Managed Accounts.

(c) The principal business of Investment Manager is serving as the investment manager of certain investment funds, including Osprey and the Separately Managed Accounts. The principal business of IMGP is serving as the general partner of Investment Manager. The principal business of Mr. Bajaj is serving as managing principal of Investment Manager and member of IMGP.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

A total of approximately \$2,147,091 (excluding brokerage commissions) in the aggregate was used to purchase the Common Stock held by a Separately Managed Account; such Common Stock was purchased prior to Investment Manager being appointed as the investment manager of the Separately Managed Account. The source of the funds used to acquire the Common Stock held by the Separately Managed Account is the working capital available to the Separately Managed Account.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 (a) – (b) of the Schedule 13D is hereby amended and restated as follows and Item 5 (c) of the Schedule 13D is hereby amended and supplemented as follows:

(a) – (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of the date hereof, the Reporting Persons beneficially own an aggregate 6,312,057 shares of Common Stock, which Common Stock may be deemed to be beneficially owned by each of the Investment Manager, IMG P and Mr. Bajaj, and which represent approximately 7.08% of the Issuer's currently outstanding Common Stock. All percentages set forth herein are based upon a total of 89,189,275 shares of Common Stock outstanding as of July 31, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, filed with the Securities and Exchange Commission on August 7, 2017. For purposes of disclosing the number of shares of Common Stock beneficially owned by each of the Reporting Persons, Investment Manager, IMG P and Mr. Bajaj may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) all shares of Common Stock that are owned beneficially and directly by the Reporting Persons. Each of Investment Manager, IMG P and Mr. Bajaj disclaims beneficial ownership of such shares of Common Stock for all other purposes.

(c) On October 2, 2017, an investor contributed 380,000 shares of Common Stock to Osprey in-kind; the price per share for the contribution was recorded at the September 29, 2017 closing price of \$3.46.

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information set forth in this statement is true, complete and correct.

Dated: October 4, 2017

**ALTAI CAPITAL  
MANAGEMENT, L.P.**

By: /s/ Rishi Bajaj  
Name: Rishi Bajaj  
Title: Authorized Signatory

**ALTAI CAPITAL  
MANAGEMENT, LLC**

By: /s/ Rishi Bajaj  
Name: Rishi Bajaj  
Title: Authorized Signatory

/s/ Rishi Bajaj  
Name: Rishi Bajaj