

# **SERVICESTOURCE INTERNATIONAL, INC.**

Reported by  
**REYNOLDS BARRY D.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/19/17 for the Period Ending 05/17/17

Address	760 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94102
Telephone	4159016030
CIK	0001310114
Symbol	SREV
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

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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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Reynolds Barry D.</b>		<b>SERVICESTOURCE INTERNATIONAL, INC. [ SREV ]</b>		<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>	
<b>C/O HOUSATONIC PARTNERS, ONE POST STREET, SUITE 2600</b>		<b>5/17/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SAN FRANCISCO, CA 94104</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/17/2017		A		35251 <u>(1)</u>	A	\$0	68565	D <u>(2)</u>	
Common Stock	5/18/2017		J <u>(3)</u>		33314	D	<u>(3)</u>	35251	D	
Common Stock	5/18/2017		J <u>(3)</u>		19096	A	<u>(3)</u>	3926205	I	By Housatonic Micro Fund SBIC, LP <u>(4)</u>
Common Stock	5/18/2017		J <u>(3)</u>		13591	A	<u>(3)</u>	2794261	I	By Housatonic Equity Investors IV, LP <u>(5)</u>
Common Stock	5/18/2017		J <u>(3)</u>		627	A	<u>(3)</u>	128815	I	By Housatonic Equity Affiliates IV, LP <u>(6)</u>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- The reported shares are represented by restricted stock units, or RSUs. All of the RSUs vest on May 15, 2018.
- Pursuant to the policies of Housatonic Partners, the Reporting Person is deemed to hold the reported securities for the benefit of Housatonic Equity Investors IV, L.P. ("HEI IV"), Housatonic Equity Affiliates IV, L.P. ("HEA IV") and Housatonic Micro Fund SBIC, L.P. ("HMF SBIC"). Accordingly, HEI IV, HEA IV and HMF SBIC may be deemed the indirect beneficial owners of the securities. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.
- Represents the transfer of shares received by the Reporting Person upon the vesting and settlement of RSUs granted to the Reporting Person for service on the issuer's board of directors on June 7, 2016, for no additional consideration, as follows: 13,591 shares to HEI IV; 627 shares to HEA IV; and 19,096 shares to HMF SBIC. Pursuant to the policies of Housatonic Partners, the Reporting Person was deemed to hold these securities for the benefit of HEI IV, HEA IV and HMF SBIC.
- The securities are owned by HMF SBIC. The Reporting Person is Manager of Housatonic Micro Partners SBIC, L.L.C. which serves as the general partner of

HMF SBIC. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HMF SBIC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

- (5) The securities are owned by HEI IV. The Reporting Person is a Manager of Housatonic Equity Partners IV, L.L.C. ("HEP IV") which serves as the general partner of HEI IV. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HEI IV. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his proportionate pecuniary interest therein.
- (6) The securities are owned by HEA IV. The Reporting Person is a Manager of HEP IV which serves as the general partner of HEA IV. As such, the Reporting Person may be deemed to have indirect beneficial ownership of the shares held by HEA IV. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Reynolds Barry D. C/O HOUSATONIC PARTNERS ONE POST STREET, SUITE 2600 SAN FRANCISCO, CA 94104</b>	<b>X</b>			

**Signatures**

/s/ Patricia A. Elias, by power of attorney

5/18/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of ServiceSource International, Inc. (the "Company"), hereby constitutes and appoints Patricia Elias, Anthony Hughes and Robert Pinkerton, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of May, 2017.

Signature: /s/ Barry D.  
Reynolds

Print  
Name: Barry D. Reynolds