

SERVICESOURCE INTERNATIONAL, INC.  
Form SC 13G  
February 14, 2012

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. \_\_ )\*

ServiceSource International, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

81763U100

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

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

- |                                  |               |
|----------------------------------|---------------|
| <input type="radio"/>            | Rule 13d-1(b) |
| <input type="radio"/>            | Rule 13d-1(c) |
| <input checked="" type="radio"/> | 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)

Page 1 of 19 Pages

Exhibit Index Contained on Page 17

CUSIP NO. 81763U100 13 G Page 2 of 19

1	NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)        o        (b)
3	x SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 7,154,465 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 Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"),

Robert C.  
Kagle (“Kagle”)  
and Steven M.  
Spurlock  
 (“Spurlock”), the  
members of  
BCMC V, may  
be deemed to  
have shared  
power to vote  
these shares.

SHARED  
VOTING

6 POWER

See response to  
row 5.

SOLE  
DISPOSITIVE  
POWER

7,154,465  
shares, except  
that BCMC V,  
the general  
partner of  
BCP V, may be  
deemed to have  
sole power to  
dispose of these

7 shares, and  
Balkanski,  
Dunlevie,  
Fenton, Gurley,  
Harvey, Kagle  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to  
dispose of these  
shares.

SHARED  
DISPOSITIVE

8 POWER

See response to  
row 7.

9

AGGREGATE  
AMOUNT  
BENEFICIAL  
OWNED  
BY

7,154,465

10 EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN  
ROW 9  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT  
OF  
CLASS  
REPRESENTED  
11 BY  
AMOUNT 0.1%  
IN  
ROW 9  
TYPE  
12 OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 3 of 19

1 NAME OF  
REPORTING  
PERSON Benchmark  
Founders' Fund V, L.P.  
("BFF V")  
2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP\*

(a)  (b)   
3 SEC USE ONLY  
CITIZENSHIP OR  
4 PLACE OF  
ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5 SOLE  
VOTING  
POWER  
872,324 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  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to vote  
these shares.  
6 SHARED  
VOTING  
POWER

See response to  
row 5.

SOLE  
DISPOSITIVE  
POWER

872,324 shares,  
except that  
BCMC V, the  
general partner  
of BFF V, may  
be deemed to  
have sole  
power to vote

7 these shares,  
and Balkanski,  
Dunlevie,  
Fenton, Gurley,  
Harvey, Kagle  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to  
dispose of these  
shares.

SHARED  
DISPOSITIVE  
8 POWER

See response to  
row 7.

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED

9

BY  
EACH 872,324  
REPORTING

PERSON  
CHECK  
BOX IF

THE  
AGGREGATE  
AMOUNT

10

IN ROW <sub>o</sub>  
(9)

EXCLUDES  
CERTAIN  
SHARES

11

PERCENT  
OF

CLASS 1.2%  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
9

12

TYPE  
OF  
REPORTING  
PERSONPN



CUSIP NO. 81763U100 13 G Page 4 of 19

1 NAME OF  
REPORTING  
PERSON Benchmark  
Founders' Fund V-A,  
L.P. ("BFF V-A")  
2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP\*

(a)  (b)

3 SEC USE ONLY  
CITIZENSHIP OR  
4 PLACE OF  
ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5 SOLE  
VOTING  
POWER  
167,018 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  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to vote  
these shares.

6 SHARED  
VOTING  
POWER

See response to  
row 5.

SOLE  
DISPOSITIVE  
POWER

167,018 shares,  
except that  
BCMC V, the  
general partner  
of BFF V-A,  
may be deemed  
to have sole  
power to vote

7 these shares,  
and Balkanski,  
Dunlevie,  
Fenton, Gurley,  
Harvey, Kagle  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to  
dispose of these  
shares.

SHARED  
DISPOSITIVE  
8 POWER

See response to  
row 7.

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED

9

BY  
EACH 167,018  
REPORTING

PERSON  
CHECK  
BOX IF

THE  
AGGREGATE  
AMOUNT

10

IN ROW <sub>o</sub>  
(9)

EXCLUDES  
CERTAIN  
SHARES

11

PERCENT  
OF

CLASS 0.2%  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
9

12

TYPE  
OF  
REPORTING  
PERSONPN

CUSIP NO. 81763U100 13 G Page 5 of 19

1 NAME OF  
REPORTING  
PERSON Benchmark  
Founders' Fund V-B,  
L.P. ("BFF V-B")  
2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP\*

(a)  (b)

3 SEC USE ONLY  
CITIZENSHIP OR  
4 PLACE OF  
ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5 SOLE  
VOTING  
POWER  
131,424 shares,  
except that  
BCMC V, the  
general partner  
of BFF V-B,  
may be deemed  
to have sole  
power to vote  
these shares,  
and Balkanski,  
Dunlevie,  
Fenton, Gurley,  
Harvey, Kagle  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to vote  
these shares.

6 SHARED  
VOTING  
POWER

See response to  
row 5.  
SOLE  
DISPOSITIVE  
POWER  
131,424 shares,  
except that  
BCMC V, the  
general partner  
of BFF V-B,  
may be deemed  
to have sole  
power to  
dispose of these  
7 shares, and  
Balkanski,  
Dunlevie,  
Fenton, Gurley,  
Harvey, Kagle  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to  
dispose of these  
shares.

SHARED  
DISPOSITIVE  
8 POWER  
See response to  
row 7.

9  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED  
BY 131,424  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
10  
AGGREGATE  
AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
11  
SHARES

PERCENT~~1~~2%  
OF  
CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
9

12

TYPE  
OF  
REPORTING  
PERSONPN

CUSIP NO. 81763U100 13 G Page 6 of 19

1	NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)        o        (b)
3	x SEC USE ONLY CITIZENSHIP OR
4	PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V, the general partner

of BCP V,  
BFF V,  
BFF V-A,  
BFF V-B and  
BMF V, may  
be deemed to  
have sole  
power to vote  
these shares,  
and Balkanski,  
Dunlevie,  
Fenton, Gurley,  
Harvey, Kagle  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to vote  
these shares.

SHARED  
VOTING

6 POWER

See response to  
row 5.

7 SOLE

DISPOSITIVE  
POWER

8,781,686  
shares, of  
which  
7,154,465 are  
directly owned  
by BCP V,  
872,324 are  
directly owned  
by BFF V,  
167,018 are  
directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by BFF  
V-B, 1,025,509  
are directly  
owned by BMF  
V and 456,455  
are held in  
nominee form  
for the benefit  
of persons not



affiliated with  
BCMC V.  
BCMC V, the  
general partner  
of BCP V, BFF  
V, BFF V-A,  
BFF V-B and  
BMF V, may  
be deemed to  
have sole  
power to vote  
these shares,  
and Balkanski,  
Dunlevie,  
Fenton, Gurley,  
Harvey, Kagle  
and Spurlock,  
the members of  
BCMC V, may  
be deemed to  
have shared  
power to  
dispose of these  
shares.

SHARED  
DISPOSITIVE

8 POWER

See response to  
row 7.

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED

9

BY  
EACH 8,781,686

REPORTING  
PERSON  
CHECK

BOX IF  
THE  
AGGREGATE  
AMOUNT

10

IN  
ROW o

(9)  
EXCLUDES  
CERTAIN  
SHARES

11

PERCENT  
OF  
CLASS 12.4%

REPRESENTED  
BY  
AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 7 of 19

1	NAME OF REPORTING PERSON
	Alexandre Balkanski
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)      o      (b)
	x
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	U.S. Citizen
5	SOLE VOTING POWER
6	72,645 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to have sole power to vote these shares.
7	SHARED VOTING POWER
8	8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by  
BFF V-B, and  
456,455 are  
held in  
nominee form  
for the benefit  
of persons not  
affiliated 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 V, may  
be deemed to  
have shared  
power to vote  
these shares.

SOLE  
DISPOSITIVE  
POWER

72,645 shares,  
all of which are  
directly owned  
by a trust, and  
7 Balkanski, as  
trustee of the  
trust, may be  
deemed to have  
sole power to  
dispose of these  
shares.

8 SHARED  
DISPOSITIVE  
POWER

8,781,686  
shares, of  
which  
7,154,465 are  
directly owned  
by BCP V,  
872,324 are  
directly owned  
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated 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 V, may be deemed to have shared power to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 8,854,331 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS 12.5% REPRESENTED

BY  
AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 8 of 19

1	NAME OF REPORTING PERSON	Bruce W. Dunlevie
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="radio"/>
		(b)
		<input checked="" type="checkbox"/>
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	U.S. Citizen
4	SOLE VOTING POWER	121,075 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to vote these shares.
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are

directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by  
BFF V-B, and  
456,455 are  
held in  
nominee form  
for the benefit  
of persons not  
affiliated 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.

SOLE  
DISPOSITIVE  
POWER

121,075 shares,  
all of which are  
directly owned  
by a trust, and  
7 Dunlevie, as  
trustee of the  
trust, may be  
deemed to have  
sole power to  
dispose of  
these shares.

8 SHARED  
DISPOSITIVE  
POWER

8,781,686  
shares, of  
which  
7,154,465 are  
directly owned  
by BCP V,  
872,324 are  
directly owned  
by BFF V,



167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated 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 8,902,761 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS 12.5% REPRESENTED BY

AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 9 of 19

1	NAME OF REPORTING PERSON Peter Fenton
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)      o      (b)
3	x
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
5	SOLE VOTING POWER 24,215 shares, all of which are directly owned by a trust, and Fenton, as trustee of the trust, may be deemed to have sole power to vote these shares.
6	SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by  
BFF V-B, and  
456,455 are  
held in  
nominee form  
for the benefit  
of persons not  
affiliated 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 vote  
these shares.

SOLE  
DISPOSITIVE  
POWER

24,215 shares,  
all of which are  
directly owned  
by a trust, and  
7 Fenton, as  
trustee of the  
trust, may be  
deemed to have  
sole power to  
dispose of  
these shares.

8 SHARED  
DISPOSITIVE  
POWER

8,781,686  
shares, of  
which  
7,154,465 are  
directly owned  
by BCP V,  
872,324 are  
directly owned  
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated 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.

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED  
BY 8,805,901  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
10 AGGREGATE  
AMOUNT  
IN  
ROW o  
(9)  
EXCLUDES  
CERTAIN  
11 SHARES  
PERCENT  
OF  
CLASS 12.4%  
REPRESENTED  
BY

AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 10 of 19

1	NAME OF REPORTING PERSON J. William Gurley
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)      o      (b)
3	x SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
5	SOLE VOTING POWER 48,430 shares, of which 4,359 shares are held in a family partnership.
6	SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

456,455 are held in nominee form for the benefit of persons not affiliated 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 vote these shares.

SOLE  
DISPOSITIVE  
POWER

7 48,430 shares of which 4,359 are held in a family partnership.

8 SHARED  
DISPOSITIVE  
POWER

8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not



affiliated 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.

9  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED  
BY 8,830,116  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
10  
IN  
ROW o  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT  
OF  
CLASS  
REPRESENTED  
11  
BY  
AMOUNT.4%  
IN  
ROW 9  
TYPE  
OF  
12  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 11 of 19

1	NAME OF REPORTING PERSON	Kevin R. Harvey
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="radio"/>
		(b)
		<input checked="" type="radio"/>
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	U.S. Citizen
4	SOLE VOTING POWER	242,151 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to vote these shares.
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are

directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by  
BFF V-B, and  
456,455 are  
held in  
nominee form  
for the benefit  
of persons not  
affiliated 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 vote  
these shares.

SOLE  
DISPOSITIVE  
POWER

242,151 shares,  
all of which are  
directly owned  
by a trust, and  
7 Harvey, as  
trustee of the  
trust, may be  
deemed to have  
sole power to  
dispose of  
these shares.

8 SHARED  
DISPOSITIVE  
POWER

8,781,686  
shares, of  
which  
7,154,465 are  
directly owned  
by BCP V,  
872,324 are  
directly owned  
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated 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.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 9,023,837 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS 12.7% REPRESENTED BY

AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 12 of 19

1	NAME OF REPORTING PERSON	Robert C. Kagle
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	o (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S. Citizen	
	SOLE VOTING POWER	
	48,430 shares, all of which are directly owned by several	
NUMBER OF	5 trusts, and	
	Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares.	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER	
	8,781,686 shares, of which	
	7,154,465 are directly owned by BCP V,	
	872,324 are	

directly owned  
by BFF V,  
167,018 are  
directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by  
BFF V-B, and  
456,455 are  
held in  
nominee form  
for the benefit  
of persons not  
affiliated 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 vote  
these shares.

**SOLE  
DISPOSITIVE  
POWER**

48,430 shares,  
all of which are  
directly owned  
by several  
7 trusts, and  
Kagle, as  
trustee of the  
trusts, may be  
deemed to have  
sole power to  
dispose of  
these shares.

**8 SHARED  
DISPOSITIVE  
POWER**

8,781,686  
shares, of  
which  
7,154,465 are  
directly owned

by BCP V,  
872,324 are  
directly owned  
by BFF V,  
167,018 are  
directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by  
BFF V-B, and  
456,455 are  
held in  
nominee form  
for the benefit  
of persons not  
affiliated 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 8,830,116  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN  
ROW o  
(9)  
EXCLUDES  
CERTAIN  
SHARES

9

10

11



PERCENT.4%  
OF  
CLASS  
REPRESENTED  
BY  
AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 13 of 19

1	NAME OF REPORTING PERSON	Steven M. Spurlock
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="radio"/> (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	U.S. Citizen
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 12,108 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to vote these shares.
6	SHARED VOTING POWER	8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are

directly owned  
by BFF V-A,  
131,424 shares  
are directly  
owned by  
BFF V-B, and  
456,455 are  
held in  
nominee form  
for the benefit  
of persons not  
affiliated 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 vote  
these shares.

SOLE  
DISPOSITIVE  
POWER

12,108 shares,  
all of which are  
directly owned  
by a trust, and  
7 Spurlock, as  
trustee of the  
trust, may be  
deemed to have  
sole power to  
dispose of  
these shares.

8 SHARED  
DISPOSITIVE  
POWER

8,781,686  
shares, of  
which  
7,154,465 are  
directly owned  
by BCP V,  
872,324 are  
directly owned  
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated 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.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 8,793,794 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS 12.4% REPRESENTED BY

AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

CUSIP NO. 81763U100 13 G Page 14 of 19

ITEM 1(A).	<u>NAME OF ISSUER</u> ServiceSource International, Inc.
ITEM 1(B).	<u>ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES</u> 634 2 <sup>nd</sup> Street San Francisco, CA 94107

NAME OF PERSONS FILING

ITEM 2(A). This Statement is 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"), Benchmark Founders' Fund V-A, 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") and Steven M. Spurlock ("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 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).	<u>ADDRESS OF PRINCIPAL BUSINESS OFFICE</u>
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The address for each reporting person is:

Benchmark Capital  
2480 Sand Hill Road, Suite 200  
Menlo Park, California 94025

ITEM 2(C).	<u>CITIZENSHIP</u>
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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 and Spurlock are United States Citizens.

ITEM 2(D) and (E).	<u>TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER</u>
--------------------	--

Common Stock  
CUSIP # 81763U100

ITEM 3.

Not Applicable.

OWNERSHIP

ITEM

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

CUSIP NO. 81763U100 13 G Page 15 of 19

Amount beneficially owned:

(a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b) See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i) 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:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv) See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. 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 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP



Not applicable.

ITEM 9.

NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10.

CERTIFICATION

Not applicable.

CUSIP NO. 81763U100 13 G Page 16 of 19

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 14, 2012

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  
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.

CUSIP NO. 81763U100 13 G Page 17 of 19

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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18

Exhibit A: Agreement of Joint Filing

CUSIP NO. 81763U100 13 G Page 18 of 19

exhibit A

Agreement of Joint Filing

The undersigned hereby 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 undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2012

Benchmark Capital Partners V, L.P.                    /s/ Steven M. Spurlock  
Benchmark Capital Management Co. V, L.L.C. Signature  
Its General Partner  
  
Steven M. Spurlock  
Managing Member

Benchmark Founders' Fund V, L.P.                    /s/ Steven M. Spurlock  
Benchmark Capital Management Co. V, L.L.C. Signature  
Its General Partner  
  
Steven M. Spurlock  
Managing Member

Benchmark Founders' Fund V-A, L.P.                    /s/ Steven M. Spurlock  
Benchmark Capital Management Co. V, L.L.C. Signature  
Its General Partner  
  
Steven M. Spurlock  
Managing Member

Benchmark Founders' Fund V-B, L.P.                    /s/ Steven M. Spurlock  
Benchmark Capital Management Co. V, L.L.C. Signature  
Its General Partner  
  
Steven M. Spurlock  
Managing Member

Alexandre Balkanski                                    /s/ Steven M. Spurlock

Steven M. Spurlock  
Attorney-In-Fact

Bruce W. Dunlevie

/s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-In-Fact

Peter Fenton

/s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-In-Fact

CUSIP NO. 81763U100 13 G Page 19 of 19

J. William Gurley /s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-In-Fact

Kevin R. Harvey /s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-In-Fact

Robert C. Kagle /s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-In-Fact

Steven M. Spurlock /s/ Steven M. Spurlock  
Steven M. Spurlock