

SERVICESOURCE INTERNATIONAL, INC.
 Form 4
 November 26, 2013

FORM 4

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

OMB APPROVAL

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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, 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 *
 Surgeon Robert John

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)
 11/25/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 COO & EVP of Managed Services

C/O SERVICESOURCE INTERNATIONAL, INC., 634 SECOND 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) | (A) or (D) | 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 | Price | | |
| Common Stock | 11/25/2013 | | M | | 49,398 | A \$ 4.26 | 159,483 | D |
| Common Stock | 11/25/2013 | | M | | 50,000 | A \$ 4.65 | 209,483 | D |
| Common Stock | 11/25/2013 | | S | | 99,398 | D \$ 9.486 (1) | 110,085 | D |
| Common Stock | 11/26/2013 | | M | | 74,915 | A \$ 4.65 | 185,000 | D |
| | 11/26/2013 | | S | | 74,915 | D | 110,085 | D |

Common Stock \$
9,5292
(2)

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 4.26 | 11/25/2013 | | M | 49,398 | <u>(3)</u> 11/07/2017 | Common Stock | 49,398 |
| Employee Stock Option (right to buy) | \$ 4.65 | 11/25/2013 | | M | 50,000 | <u>(4)</u> 02/09/2020 | Common Stock | 50,000 |
| Employee Stock Option (right to buy) | \$ 4.65 | 11/26/2013 | | M | 74,915 | <u>(4)</u> 02/09/2020 | Common Stock | 74,915 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sturgeon Robert John C/O SERVICESOURCE INTERNATIONAL, INC. | | | COO & EVP of Managed Services | |

634 SECOND STREET
SAN FRANCISCO, CA 94107

Signatures

/s/ Matthew Goldberg, by power of
attorney

11/26/2013

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.41 to \$9.65, inclusive. 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 (1) and (2) to this Form 4.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.41 to \$9.65, inclusive.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.43 to \$9.655, inclusive.
 - (3) The option is fully vested and immediately exercisable.
 - (4) One-fourth of the shares subject to the option vested on January 27, 2011 and one forty-eighth of the shares vest monthly thereafter.

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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