

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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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 *
 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 ⁽¹⁾		8,570 D \$ 15.106 ₍₂₎	1,143,044	I See footnote <u>(3)</u>
Common Stock	01/09/2012		S ⁽¹⁾		8,570 D \$ 15.1008 ₍₂₎	407,150	I See footnote <u>(4)</u>
Common Stock	01/10/2012		S ⁽¹⁾		8,570 D \$ 15.5537 ₍₅₎	1,134,474	I See footnote <u>(3)</u>

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Common Stock	01/10/2012		S ⁽¹⁾	8,570	D	\$ 15.5589 (5)	398,580	I	See footnote (4)
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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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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