

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) (1) 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

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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

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

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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
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AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

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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
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SOLE
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POWER

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11 AGGREGATE
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BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

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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