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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).	STATES SECU Wa MENT OF CHA rsuant to Section (a) of the Public U 30(h) of the I	ashingtor NGES IN SECU 16(a) of t Utility Ho	n, D.C. 20 N BENEF RITIES he Securi Iding Cor)549 TICLA ties H npan	LOWN Exchange y Act of 1	E RSHIP OF Act of 1934,	OMB Number: Expires: Estimated a burden hour response		
(Print or Type Responses)									
1. Name and Address of Reporting THOMPSON KEVIN B	Symbol	2. Issuer Flame and Flemer of Flaming				. Relationship of Reporting Person(s) to ssuer			
(Last) (First) (Middle) 3. Date	3. Date of Earliest Transaction				(Check all applicable)			
C/O SOLARWINDS, INC., SOUTHWEST PARKWAY BUILDING 400	7171 08/13/	08/13/2014 -				_X Director 10% Owner _X Officer (give title Other (specify below) Director, President & CEO			
(Street)	t) 4. If Amendment, Date Original Filed(Month/Day/Year)				A	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
AUSTIN, TX 78735 — Form filed by More than One Reporting Person						porting			
(City) (State)	(Zip) Ta	ble I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4	ed of	-	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)	
Common 08/13/2014		Code V M	Amount 86,426	(D) A	Price \$ 4.3467		D		
Stock 08/13/2014 Common 08/13/2014 Stock		S	86,426 (<u>1)</u>	D	\$ 41.6838 (2)	407,198	D		

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

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.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 4.3467	08/13/2014		М	86,420	<u>(3)</u>	11/14/2017	Common Stock	86,426	

Reporting Owners

Reporting Owner Name / Address			Relationships						
		Director	10% Owner	Officer	Other				
THOMPSON KEVIN B C/O SOLARWINDS, INC. 7171 SOUTHWEST PARKWAY, BUILDING 400 AUSTIN, TX 78735		Х		Director, President & CEO					
Signatures									
/s/ Jason W. Bliss, Attorney-in-Fact	08/14/2014								
Signature of Reporting Person	Date								
Evolution of Poon	00000								

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) Shares sold pursuant to a 10b5-1 Trading Plan.

This transaction was executed in multiple trades at prices ranging from \$41.52 to \$41.94, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information recording the number of charge sale and each generate price within the representation the purplement of the security holder of the issuer of the issuer of the security holder of the security holder

- (2) weighted average sate price. The reporting person hereby undertakes to provide upon request to the SEC start, the issuer of a security holder of the issuer full information regarding the number of shares sold and each separate price within the ranges set forth in this footnote.
- (3) 1/4 of the shares vested and became exercisable on November 14, 2008 and 1/48 of the shares vested and became exercisable each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.