

GAPCO GMBH & CO KG
Form 4
December 10, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
GA SS HOLDING II LLC

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)
12/07/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

See remarks below.

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(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
X Form filed by More than One Reporting Person

GREENWICH, CT 06830

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/07/2012 | | S | 2,000,000 | D \$ 5.5 7,337,740 | D (1) (8) | |
| Common Stock | 12/07/2012 | | S | 1,814,266 | D \$ 5.5 6,656,306 | I | See footnotes (2) (8) |
| Common Stock | 12/07/2012 | | S | 2,500 | D \$ 5.5 9,172 | I | See footnotes (3) (8) |
| Common Stock | 12/07/2012 | | S | 30,000 | D \$ 110,066 | I | See |

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|--------------|------------|--|---|---------|-----|--------|---------|---|-----------------------------|
| Stock | | | | | 5.5 | | | | footnotes (4) (8) |
| Common Stock | 12/07/2012 | | S | 119,696 | D | \$ 5.5 | 439,150 | I | See footnotes (5) (8) |
| Common Stock | 12/07/2012 | | S | 28,018 | D | \$ 5.5 | 102,794 | I | See footnotes (6) (8) |
| Common Stock | 12/07/2012 | | S | 5,520 | D | \$ 5.5 | 20,252 | I | See footnotes (7) (8) |

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.

SEC 1474
(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| GA SS HOLDING II LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | | X | | See remarks below. |
| GENERAL ATLANTIC PARTNERS 83, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA | | X | | See remarks below. |

GREENWICH, CT 06830

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| GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
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| GAPSTAR LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
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| GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
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| GAP COINVESTMENTS IV LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
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| GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
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| GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
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| GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
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| GAPCO MANAGEMENT GMBH C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | See remarks below. |
|--|---|-----------------------|

Signatures

| | |
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| /s/ Christopher G. Lanning | 12/10/2012 |
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| **Signature of Reporting Person | Date |
|------------------------------------|------|

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| /s/ Christopher G. Lanning | 12/10/2012 |
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| **Signature of Reporting Person | Date |
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| /s/ Christopher G. Lanning | 12/10/2012 |
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| <u> </u> **Signature of Reporting Person | Date |
| /s/ Christopher G. Lanning | 12/10/2012 |
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| <u> </u> **Signature of Reporting Person | Date |
| /s/ Christopher G. Lanning | 12/10/2012 |

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) Following the transactions described herein, GA SS Holding II LLC ("GA II") was the direct beneficial owner of the entire 7,337,740 shares of common stock, par value \$0.0001 per share, of ServiceSource International, Inc. (the "Shares") reported herein.
 - (2) General Atlantic Partners 83, L.P. ("GAP 83") is a member of GA II and following the transactions described herein indirectly beneficially owns 6,656,306 of the Shares held by GA II.
 - (3) GAP Coinvestments CDA, L.P. ("CDA") is a member of GA II and following the transactions described herein indirectly beneficially owns 9,172 of the Shares held by GA II.
 - (4) GapStar, LLC ("GapStar") is a member of GA II and following the transactions described herein indirectly beneficially owns 110,066 of the Shares held by GA II.
 - (5) GAPCO III is a member of GA II and following the transactions described herein indirectly beneficially owns 439,150 of the Shares held by GA II.
 - (6) GAPCO IV is a member of GA II and following the transactions described herein indirectly beneficially owns 102,794 of the Shares held by GA II.
 - (7)

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GAPCO GmbH & Co. KG ("KG") is a member of GA II and following the transactions described herein indirectly beneficially owns 20,252 of the Shares held by GA II.

- (8) General Atlantic LLC ("General Atlantic") is the general partner of General Atlantic GenPar, L.P. ("GA GenPar") and CDA. GA GenPar is the general partner of GAP 83. General Atlantic is the managing member of GAPCO III and GAPCO IV and the officers of GapStar are managing directors of General Atlantic. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. Certain managing directors of General Atlantic make investment decisions for GmbH Management.

Remarks:

Each reporting person may be deemed to be a "group" for purposes of the Securities Exchange Act of 1934. Each

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.