Warenski Paul Form 3 March 24, 2011

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0104

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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 *

Warenski Paul

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/24/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

SERVICESOURCE INTERNATIONAL, INC. [SREV]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

SVP and General Counsel

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O SERVICESOURCE INTERNATIONAL, INC., Â 634 SECOND STREET

(Street)

Director _X__ Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

SAN FRANCISCO, Â CAÂ 94107

(City)

(Instr. 4)

1. Title of Security

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date**

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion or Exercise

Ownership Form of

6. Nature of Indirect Beneficial

Ownership

Exercisable

(Month/Day/Year)

Expiration Date

Title

Amount or Number of Price of Derivative Security

Derivative (Instr. 5) Security: Direct (D)

1

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option(right to buy)	(1)	06/01/2014	Common Stock	175,000	\$ 4.26	D	Â
Employee Stock Option(right to buy)	(2)	12/16/2020	Common Stock	50,000	\$ 5.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Warenski Paul C/O SERVICESOURCE INTERNATIONAL, INC. 634 SECOND STREET SAN FRANCISCO Â CAÂ 94107	Â	Â	SVP and General Counsel	Â	

Signatures

/s/ Paul D. Warenski	03/24/201		
**Signature of	Date		

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Twenty-five percent of the shares subject to the option vested on May 12, 2009 and 2.083% of the shares vest monthly thereafter.
- (2) One-fourth of the shares subject to the option vest December 16, 2011 and one forty-eighth of the shares vest monthly thereafter.



Remarks:

Exhibit 24 - Power of Attorney

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.

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