

SERVICESOURCE INTERNATIONAL, INC.
 Form 4
 June 02, 2016

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 *
 Altai Capital Management, L.P.

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)
 230 WEST 56TH STREET, APT. 53C
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 See Remarks

NEW YORK, NY 10019

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

(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	05/31/2016		S		500,000	D	\$ 3.72	11,227,000	I	See Footnote (1) (2)
Common Stock	05/31/2016		J ⁽³⁾		6,538,415	D	③	4,688,585	I	See Footnote (1) (2) (3)
Common Stock	05/31/2016		J ⁽⁴⁾		1,478,774	A	④	6,167,359	I	See Footnote (1) (2) (4)

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

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(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 (Instr. 5)
				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
Altai Capital Management, L.P. 230 WEST 56TH STREET, APT. 53C NEW YORK, NY 10019	X	X		See Remarks
Altai Capital Management, LLC 230 WEST 56TH STREET, APT. 53C NEW YORK, NY 10019	X	X		See Remarks
Bajaj Rishi 230 WEST 56TH STREET, APT. 53C NEW YORK, NY 10019	X	X		See Remarks

Signatures

Altai Capital Management, L.P. by /s/ Rishi Bajaj, Authorized Signatory	06/02/2016
__Signature of Reporting Person	Date
Altai Capital Management, LLC by /s/ Rishi Bajaj, Authorized Signatory	06/02/2016
__Signature of Reporting Person	Date
/s/ Rishi Bajaj	06/02/2016
__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) Altai Capital Management, L.P. ("Investment Manager") serves as investment manager of certain investment funds, including Altai Capital Master Fund, Ltd. ("ACMF") and Altai Capital Osprey, LLC ("Osprey"). The shares of ServiceSource held by ACMF and Osprey may be deemed to be beneficially owned by Investment Manager by virtue of its voting and investment power over those shares. See note 2 below.

(2) Altai Capital Management, LLC ("IMGP") serves as the general partner of Investment Manager. Mr. Bajaj is the managing principal of Investment Manager and member of IMGP as well as the sole member of the managing member of Osprey. Mr. Bajaj disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. See note 3 below.

(3) The pro rata disposition of 6,538,415 shares of ServiceSource common stock represents an in-kind liquidating redemption by investors from ACMF. No funds were received by ACMF in connection with such disposition of common stock.

(4) The acquisition of 1,478,774 shares of ServiceSource common stock represents an in-kind contribution by investors to Osprey. No funds were received or paid by Osprey in connection with such acquisition of common stock. Each contributing investor received an interest in Osprey proportionate to the amount of ServiceSource common stock contributed by such investor.

Remarks:

Upon completion of the transactions reported herein, each of the Reporting Persons ceased to be a director of or 10% owner w

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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