Sturgeon Robert John Form 3 March 24, 2011

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF 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 *

A Sturgeon Robert John

C/O SERVICESOURCE

SECOND STREET

(Last)

(First)

INTERNATIONAL, INC., Â 634

(Street)

(Middle)

(Zip)

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

Statement

(Month/Day/Year)

03/24/2011

SERVICESOURCE INTERNATIONAL, INC. [SREV]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director _X__ Officer

10% Owner Other

(give title below) (specify below) Chief Delivery Officer

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

(State)

(City)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Form: 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**

Date

(Month/Day/Year)

Exercisable

3. Title and Amount of Securities Underlying Derivative Security

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 4) Title

Expiration

Amount or Number of

Derivative Price of Security: Derivative Security Direct (D)

(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(1)	11/07/2017	Common Stock	525,000	\$ 4.26	D	Â
Employee Stock Option (right to buy)	(2)	02/09/2020	Common Stock	175,000	\$ 4.65	D	Â
Employee Stock Option (right to buy)	(3)	12/16/2020	Common Stock	25,000	\$ 5.8	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
Sturgeon Robert John C/O SERVICESOURCE INTERNATIONAL, INC. 634 SECOND STREET SAN FRANCISCO, CA 94107	Â	Â	Chief Delivery Officer	Â		

Signatures

/s/ Paul D. Warenski, by power of attorney 03/24/2011

**Signature of Reporting Person 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) The option is subject to an early exercise provision and is immediately exercisable. Twenty-five percent of the shares subject to the option vested on October 1, 2008 and 2.083% of the shares vest monthly thereafter.
- (2) One-fourth of the shares subject to the option vested on January 27, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (3) One-fourth of the shares subject to the option vest on December 16, 2011 and one forty-eighth of the shares vest monthly thereafter.

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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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