

SERVICESOURCE INTERNATIONAL, INC.
Form SC 13G
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __)*

ServiceSource International, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

81763U100

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 17

CUSIP NO. 81763U100 13 G Page 2 of 19

1	NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) o (b)
3	x SEC USE ONLY CITIZENSHIP OR
4	PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 7,154,465 shares, except that Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, may be deemed to have sole power to vote these shares, and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"),

Robert C.
Kagle (“Kagle”)
and Steven M.
Spurlock
 (“Spurlock”), the
members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SHARED
VOTING

6 POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

7,154,465
shares, except
that BCMC V,
the general
partner of
BCP V, may be
deemed to have
sole power to
dispose of these

7 shares, and
Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

9

AGGREGATE
AMOUNT
BENEFICIAL
OWNED
BY

7,154,465

10 EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT
IN
ROW 9
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
11 BY
AMOUNT 0.1%
IN
ROW 9
TYPE
12 OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 3 of 19

1 NAME OF
REPORTING
PERSON Benchmark
Founders' Fund V, L.P.
("BFF V")
2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a) (b)
3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SOLE
VOTING
POWER
872,324 shares,
except that
BCMC V, the
general partner
of BFF V, may
be deemed to
have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.
6 SHARED
VOTING
POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

872,324 shares,
except that
BCMC V, the
general partner
of BFF V, may
be deemed to
have sole
power to vote

7 these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER

See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED

9

BY
EACH 872,324
REPORTING

PERSON
CHECK
BOX IF
THE
AGGREGATE

10

AMOUNT
IN ROW _o
(9)

EXCLUDES
CERTAIN
SHARES
11 PERCENT
OF

CLASS 1.2%
REPRESENTED
BY
AMOUNT
IN ROW
9

12

TYPE
OF
REPORTING
PERSONPN

CUSIP NO. 81763U100 13 G Page 4 of 19

1 NAME OF
REPORTING
PERSON Benchmark
Founders' Fund V-A,
L.P. ("BFF V-A")
2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a) (b)

3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SOLE
VOTING
POWER
167,018 shares,
except that
BCMC V, the
general partner
of BFF V-A,
may be deemed
to have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

6 SHARED
VOTING
POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

167,018 shares,
except that
BCMC V, the
general partner
of BFF V-A,
may be deemed
to have sole
power to vote

7 these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER

See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED

BY
EACH 167,018

REPORTING
PERSON

CHECK
BOX IF

THE
AGGREGATE

10 AMOUNT
IN ROW
(9)

EXCLUDES
CERTAIN

11 SHARES
PERCENT
OF

CLASS 0.2%
REPRESENTED
BY
AMOUNT
IN ROW
9

12

TYPE
OF
REPORTING
PERSONPN

CUSIP NO. 81763U100 13 G Page 5 of 19

1 NAME OF
REPORTING
PERSON Benchmark
Founders' Fund V-B,
L.P. ("BFF V-B")
2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a) (b)

3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SOLE
VOTING
POWER
131,424 shares,
except that
BCMC V, the
general partner
of BFF V-B,
may be deemed
to have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

6 SHARED
VOTING
POWER

See response to
row 5.
SOLE
DISPOSITIVE
POWER
131,424 shares,
except that
BCMC V, the
general partner
of BFF V-B,
may be deemed
to have sole
power to
dispose of these
7 shares, and
Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 131,424
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10
AGGREGATE
AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
11
SHARES

PERCENT~~1~~2%
OF
CLASS
REPRESENTED
BY
AMOUNT
IN ROW
9

12

TYPE
OF
REPORTING
PERSONPN

CUSIP NO. 81763U100 13 G Page 6 of 19

1 NAME OF
REPORTING
PERSON Benchmark
Capital Management
Co. V, L.L.C.
2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a) o (b)
 x

3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

NUMBER OF 5 SOLE
SHARES VOTING
BENEFICIALLY POWER
OWNED BY 8,781,686
EACH shares, of
REPORTING which
PERSON 7,154,465 are
WITH directly owned
 by BCP V,
 872,324 are
 directly owned
 by BFF V,
 167,018 are
 directly owned
 by BFF V-A,
 131,424 shares
 are directly
 owned by
 BFF V-B, and
 456,455 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V, the
 general partner

of BCP V,
BFF V,
BFF V-A,
BFF V-B and
BMF V, may
be deemed to
have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SHARED
VOTING

6 POWER

See response to
row 5.

7 SOLE

DISPOSITIVE
POWER

8,781,686
shares, of
which
7,154,465 are
directly owned
by BCP V,
872,324 are
directly owned
by BFF V,
167,018 are
directly owned
by BFF V-A,
131,424 shares
are directly
owned by BFF
V-B, 1,025,509
are directly
owned by BMF
V and 456,455
are held in
nominee form
for the benefit
of persons not

affiliated with
BCMC V.
BCMC V, the
general partner
of BCP V, BFF
V, BFF V-A,
BFF V-B and
BMF V, may
be deemed to
have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED

9

BY
EACH 8,781,686

REPORTING
PERSON
CHECK

BOX IF
THE
AGGREGATE
AMOUNT

10

IN
ROW o
(9)

EXCLUDES
CERTAIN
SHARES

11

PERCENT
OF
CLASS 12.4%

REPRESENTED
BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 7 of 19

1	NAME OF REPORTING PERSON
	Alexandre Balkanski
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) o (b)
	x
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	U.S. Citizen
5	SOLE VOTING POWER
6	72,645 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to have sole power to vote these shares.
7	SHARED VOTING POWER
8	8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	
28	
29	
30	
31	
32	
33	
34	
35	
36	
37	
38	
39	
40	
41	
42	
43	
44	
45	
46	
47	
48	
49	
50	

directly owned
by BFF V-A,
131,424 shares
are directly
owned by
BFF V-B, and
456,455 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Balkanski,
a member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

72,645 shares,
all of which are
directly owned
by a trust, and
7 Balkanski, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of these
shares.

8 SHARED
DISPOSITIVE
POWER

8,781,686
shares, of
which
7,154,465 are
directly owned
by BCP V,
872,324 are
directly owned
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Balkanski, a member of BCMC V, may be deemed to have shared power to have shared power to dispose of these shares.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 8,854,331
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN
ROW o
(9)
EXCLUDES
CERTAIN
11 SHARES
PERCENT
OF
CLASS 12.5%
REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 8 of 19

1	NAME OF REPORTING PERSON	Bruce W. Dunlevie
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="radio"/>
		(b)
		<input checked="" type="radio"/>
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	U.S. Citizen
4	SOLE VOTING POWER	121,075 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to vote these shares.
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are

directly owned
by BFF V-A,
131,424 shares
are directly
owned by
BFF V-B, and
456,455 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Dunlevie, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

121,075 shares,
all of which are
directly owned
by a trust, and
7 Dunlevie, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

8,781,686
shares, of
which
7,154,465 are
directly owned
by BCP V,
872,324 are
directly owned
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 8,902,761
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN
ROW o
(9)
EXCLUDES
CERTAIN
11 SHARES
PERCENT
OF
CLASS 12.5%
REPRESENTED
BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 9 of 19

1	NAME OF REPORTING PERSON Peter Fenton
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
3	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
5	SOLE VOTING POWER 24,215 shares, all of which are directly owned by a trust, and Fenton, as trustee of the trust, may be deemed to have sole power to vote these shares.
6	SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

directly owned
by BFF V-A,
131,424 shares
are directly
owned by
BFF V-B, and
456,455 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Fenton, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

24,215 shares,
all of which are
directly owned
by a trust, and
7 Fenton, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

8,781,686
shares, of
which
7,154,465 are
directly owned
by BCP V,
872,324 are
directly owned
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 8,805,901 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS 12.4% REPRESENTED BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 10 of 19

1	NAME OF REPORTING PERSON J. William Gurley
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) o (b)
3	x SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
5	SOLE VOTING POWER 48,430 shares, of which 4,359 shares are held in a family partnership.
6	SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

456,455 are held in nominee form for the benefit of persons not affiliated with BCMC V.

BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Gurley, a member of BCMC V, may be deemed to have shared power to vote these shares.

SOLE
DISPOSITIVE
POWER

7 48,430 shares of which 4,359 are held in a family partnership.

8 SHARED
DISPOSITIVE
POWER

8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not

affiliated with
BCMC V.
BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Gurley, a
member of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 8,830,116
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT
10
IN
ROW o
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
11
BY
AMOUNT.4%
IN
ROW 9
TYPE
OF
12
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 11 of 19

1	NAME OF REPORTING PERSON	Kevin R. Harvey
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="radio"/>
		(b)
		<input checked="" type="radio"/>
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	U.S. Citizen
4	SOLE VOTING POWER	242,151 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to vote these shares.
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are

directly owned
by BFF V-A,
131,424 shares
are directly
owned by
BFF V-B, and
456,455 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Harvey, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

242,151 shares,
all of which are
directly owned
by a trust, and
7 Harvey, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

8,781,686
shares, of
which
7,154,465 are
directly owned
by BCP V,
872,324 are
directly owned
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Harvey, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 9,023,837 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS 12.7% REPRESENTED BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 12 of 19

1	NAME OF REPORTING PERSON Robert C. Kagle
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) o (b)
3	x
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
NUMBER OF	U.S. Citizen SOLE VOTING POWER 48,430 shares, all of which are directly owned by several 5 trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares.
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are

directly owned
by BFF V,
167,018 are
directly owned
by BFF V-A,
131,424 shares
are directly
owned by
BFF V-B, and
456,455 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Kagle, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

48,430 shares,
all of which are
directly owned
by several
7 trusts, and
Kagle, as
trustee of the
trusts, may be
deemed to have
sole power to
dispose of
these shares.

**8 SHARED
DISPOSITIVE
POWER**

8,781,686
shares, of
which
7,154,465 are
directly owned

by BCP V,
872,324 are
directly owned
by BFF V,
167,018 are
directly owned
by BFF V-A,
131,424 shares
are directly
owned by
BFF V-B, and
456,455 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.
BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Kagle, a
member of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY
EACH 8,830,116
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT
IN
ROW o
(9)
EXCLUDES
CERTAIN
SHARES

9

10

11

PERCENT.4%
OF
CLASS
REPRESENTED
BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 13 of 19

1	NAME OF REPORTING PERSON	Steven M. Spurlock
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="radio"/> (b)
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	
4	U.S. Citizen	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 12,108 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to vote these shares.
6	SHARED VOTING POWER	8,781,686 shares, of which 7,154,465 are directly owned by BCP V, 872,324 are directly owned by BFF V, 167,018 are

directly owned
by BFF V-A,
131,424 shares
are directly
owned by
BFF V-B, and
456,455 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Spurlock, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

12,108 shares,
all of which are
directly owned
by a trust, and
7 Spurlock, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

8,781,686
shares, of
which
7,154,465 are
directly owned
by BCP V,
872,324 are
directly owned
by BFF V,

167,018 are directly owned by BFF V-A, 131,424 shares are directly owned by BFF V-B, and 456,455 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Spurlock, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 8,793,794 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS 12.4% REPRESENTED BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 81763U100 13 G Page 14 of 19

ITEM 1(A).	<u>NAME OF ISSUER</u>
	ServiceSource International, Inc.
ITEM 1(B).	<u>ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES</u>
	634 2 nd Street
	San Francisco, CA 94107

NAME OF PERSONS FILING

ITEM 2(A). This Statement is filed by Benchmark Capital Partners V, L.P., a Delaware limited partnership ("BCP V"), Benchmark Founders' Fund V, L.P., a Delaware limited partnership ("BFF V"), Benchmark Founders' Fund V-A, L.P., a Delaware limited partnership ("BFF V-A"), Benchmark Founders' Fund V-B, L.P., a Delaware limited partnership ("BFF V-B"), Benchmark Capital Management Co. V, L.L.C., a Delaware limited liability company ("BCMC V"), and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons." BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are members of BCMC V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

ITEM 2(B).	<u>ADDRESS OF PRINCIPAL BUSINESS OFFICE</u>
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The address for each reporting person is:

Benchmark Capital
2480 Sand Hill Road, Suite 200
Menlo Park, California 94025

ITEM 2(C).	<u>CITIZENSHIP</u>
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BCP V, BFF V, BFF V-A and BFF V-B are Delaware limited partnerships. BCMC V is a Delaware limited liability company. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are United States Citizens.

ITEM 2(D) and (E).	<u>TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER</u>
--------------------	--

Common Stock
CUSIP # 81763U100

ITEM 3.

Not Applicable.

OWNERSHIP

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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Amount beneficially owned:

(a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b) See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv) See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP V, BFF V, BFF V-A and BFF V-B, and the limited liability company agreement of BCMC V, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9.

NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10.

CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2012

BENCHMARK CAPITAL
PARTNERS V, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-A,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-B,
L.P., a Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. V,
L.L.C.,
a Delaware Limited
Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI
BRUCE W. DUNLEVIE
PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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18

Exhibit A: Agreement of Joint Filing

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of ServiceSource International, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2012

Benchmark Capital Partners V, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner

Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner

Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V-A, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner

Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V-B, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner

Steven M. Spurlock
Managing Member

Alexandre Balkanski /s/ Steven M. Spurlock

Steven M. Spurlock
Attorney-In-Fact

Bruce W. Dunlevie

/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Peter Fenton

/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

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J. William Gurley /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Kevin R. Harvey /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Robert C. Kagle /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Steven M. Spurlock /s/ Steven M. Spurlock
Steven M. Spurlock