Martinelli Raymond M Form 3 March 24, 2011

FORM 3

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

OMB APPROVAL

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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 *

Martinelli Raymond M

(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

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

10% Owner Director _X__ Officer Other

(Check all applicable)

(give title below) (specify below) Chief People 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

(City)

(State)

(Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

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)

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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**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. 5. Conversion Ownership or Exercise Form of

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

(Instr. 4)

Title

Amount or

Derivative

Price of

Derivative

Security:

Expiration Security Direct (D) Exercisable Number of Date

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option	(1)	06/01/2014	Common Stock	185,000	\$ 1.2	D	Â
Employee Stock Option	(1)	06/01/2014	Common Stock	15,000	\$ 1.49	D	Â
Employee Stock Option	(2)	01/30/2018	Common Stock	75,000	\$ 4.26	D	Â
Employee Stock Option	(3)	02/09/2020	Common Stock	150,000	\$ 4.65	D	Â
Employee Stock Option	(4)	12/16/2020	Common Stock	35,000	\$ 5.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
		10% Owner	Officer	Other	
Martinelli Raymond M					
C/O SERVICESOURCE INTERNATIONAL, INC.	Â	â	Chief People Officer	â	
634 SECOND STREET	A	A	A Ciliei reopie Officei	A	
SAN FRANCISCO, CA 94107					

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) Shares subject to the option are fully vested and immediately exercisable.
- (2) 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 January 1, 2009 and 2.083% of the shares vest monthly thereafter.
- (3) One-fourth of the shares subject to the option vested on January 27, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (4) 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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