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SERVICESOURCE INTERNATIONAL, INC.

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, response... 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 *

MADDEN JAMES C V

(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)

(give title below) (specify below)

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

X Director Officer

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)

(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

Direct (D) or Indirect

(I) (Instr. 5)

(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**

4. 5. Conversion Ownership Form of or Exercise

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

(Instr. 4)

Title

Amount or

Derivative Security

Price of

Derivative Security: Direct (D)

Date Exercisable

(Month/Day/Year)

Expiration Date

Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	(1)	(1X/(11/2(11/	Common Stock	150,000	\$ 4.26	D	Â
Stock Option (right to buy)	(2)	17/16/7070	Common Stock	134,000	\$ 5.8	D	Â

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
MADDEN JAMES C V C/O SERVICESOURCE INTERNATIONAL, INC. 634 SECOND STREET SAN FRANCISCO, CA 94107	ÂΧ	Â	Â	Â	

Signatures

/s/ Paul D. Warenski, by power of attorney

**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).
- 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 August 1, 2008 and 2.03% of the shares vest monthly thereafter.
- (2) Twenty-five percent of the shares subject to the option vest on December 16, 2011 and one forty-eighth of the shares vest monthly thereafter.

Â

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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