

SERVICESOURCE INTERNATIONAL, INC.

Form 8-K

January 16, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): January 11, 2019**

**ServiceSource International, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35108**  
**(Commission**  
**File Number)**

**81-0578975**  
**(IRS Employer**  
**Identification No.)**

**717 17<sup>th</sup> Street, 5<sup>th</sup> Floor**

**Denver, Colorado 80202**

**(Address of principal executive offices, including zip code)**

**(720) 889-8500**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 11, 2019, the Board of Directors (the "Board") of ServiceSource International, Inc. (the "Company" or "ServiceSource") increased the size of the Board from seven to eight and appointed John R. Ferron to the Company's Board, effective immediately. Mr. Ferron's term will expire at the Company's 2019 annual meeting of stockholders, and he will serve as a member of the Company's Audit Committee.

Mr. Ferron will receive cash compensation as a non-employee director in accordance with the Company's director compensation program as described in the Company's proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 4, 2018. In addition, he will receive an initial grant of 75,000 restricted stock units ("RSUs") and an award of stock options to purchase up to 25,000 shares of the Company's common stock. Both the RSUs and the stock options will vest over two years, with 50% of each award vesting on each of the first and second anniversaries of the grant date. Vesting of the awards will be subject to Mr. Ferron's continued service with the Company through each relevant date. The Company also entered into an indemnification agreement with Mr. Ferron in the same form as the Company's standard form indemnification agreement with its other directors.

The Board determined that Mr. Ferron is an independent director as defined by Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and by the rules of the Nasdaq Stock Market. There are no arrangements or understandings between Mr. Ferron and any other person pursuant to which he was selected as a director, nor are there any transactions, or proposed transactions, to which ServiceSource was or is to be a party and in which Mr. Ferron had or will have a direct or indirect material interest that are required to be disclosed under Item 404(a) of Regulation S-K, nor are there any family relationships among Mr. Ferron and any other directors or officers of the Company.

**Item 7.01 Regulation FD Disclosure.**

On January 16, 2019, ServiceSource issued a press release announcing Mr. Ferron's appointment to the Board. The full text of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information contained in Item 7.01 of this Form 8-K and the exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<u>Press release dated January 16, 2019.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 16, 2019

SERVICESOURCE INTERNATIONAL, INC.

By: /s/ Patricia Elias

Name: Patricia Elias

Title: Executive Vice President, General  
Counsel