

SolarWinds, Inc.  
Form 4  
February 09, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**WATERHOUSE LLOYD G**

(Last) (First) (Middle)

**C/O SOLARWINDS, INC, 7171  
SOUTHWEST PARKWAY,  
BUILDING 400**

(Street)

**AUSTIN, TX 78735**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SolarWinds, Inc. [SWI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/05/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2016		D		15,200	D		\$ 60.1 <sup>(1)</sup> 3,604
Common Stock	02/05/2016		D		3,604	D		\$ 60.1 <sup>(2)</sup> 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 18.41	02/05/2016		D	17,472	<u>(3)</u> 05/21/2020	Common Stock	17,472
Stock Option (right to buy)	\$ 23.6	02/05/2016		D	11,221	<u>(4)</u> 05/19/2021	Common Stock	11,221
Stock Option (right to buy)	\$ 45.05	02/05/2016		D	5,579	<u>(5)</u> 05/17/2022	Common Stock	5,579
Stock Option (right to buy)	\$ 44.64	02/05/2016		D	6,109	<u>(6)</u> 05/09/2023	Common Stock	6,109
Stock Option (right to buy)	\$ 37.38	02/05/2016		D	10,706	<u>(7)</u> 05/15/2024	Common Stock	10,706
Stock Option (right to buy)	\$ 48.55	02/05/2016		D	8,816	<u>(8)</u> 05/14/2025	Common Stock	8,816

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERHOUSE LLOYD G C/O SOLARWINDS, INC	X			

7171 SOUTHWEST PARKWAY, BUILDING 400  
AUSTIN, TX 78735

## Signatures

/s/ Jason W. Bliss,  
Attorney-In-Fact

02/09/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) Disposed of pursuant to the Agreement and Plan of Merger between and among SolarWinds, Inc., Project Aurora Holdings, LLC and Project Aurora Merger Corp. (the "Merger Agreement") in exchange for a cash payment of \$60.10 per share.

Represents the disposition of restricted stock units, which provided for full vesting on the earlier of the date of the issuer's 2016 annual meeting of stockholders and December 31, 2016, which units were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$60.10 per share.

- (3) Represents the disposition of options, which provided for vesting of all of the shares subject to the option on the earlier of 1/3 of the shares subject to the options on May 21, 2011 and 1/36th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$41.69 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.

- (4) Represents the disposition of options, which provided for vesting of all of the shares subject to the option on the earlier of the date of the issuer's 2012 annual meeting of stockholders and December 31, 2012. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$36.50 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.

- (5) Represents the disposition of options, which provided for vesting of all of the shares subject to the option on the earlier of the date of the issuer's 2013 annual meeting of stockholders and December 31, 2013. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$15.05 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.

- (6) Represents the disposition of options, which provided for vesting of all of the shares subject to the option on the earlier of the date of the issuer's 2014 annual meeting of stockholders and December 31, 2014. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$15.46 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.

- (7) Represents the disposition of options, which provided for vesting of all of the shares subject to the option on the earlier of the date of the issuer's 2015 annual meeting of stockholders and December 31, 2015. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$22.72 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.

- (8) Represents the disposition of options, which provided for vesting of all of the shares subject to the option on the earlier of the date of the issuer's 2016 annual meeting of stockholders and December 31, 2016. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$11.55 per share subject to the option. This per share price represents the difference between the applicable exercise price of the option and the per share merger consideration of \$60.10.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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