SolarWinds, Inc. Form 4 June 01, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Insight Venture Partners V L P

(First)

(Middle)

680 5TH AVE, 8TH FL

(Street)

2. Issuer Name and Ticker or Trading Symbol

SolarWinds, Inc. [SWI]

3. Date of Earliest Transaction (Month/Day/Year)

05/29/2009

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

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

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

Person

NEW YORK, NY 10019

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.001 per share	05/29/2009		S	250,789		\$ 12.5 (1)	5,757,515	D (2)		
Common Stock, par value \$0.001 per share	05/29/2009		S	75,935	D	\$ 12.5 (1)	1,743,291	D (2)		
Common Stock, par	05/29/2009		S	14,747	D	\$ 12.5	338,565	D (2)		

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value \$0.001 per share					<u>(1)</u>			
Common Stock, par value \$0.001 per share	05/29/2009	S	254,286	D	\$ 12.5 (1)	5,837,829	D (2)	
Common Stock, par value \$0.001 per share	05/29/2009	S	595,757	D	\$ 12.5 (1)	13,677,200	I	See footnote (2)

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

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	isable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNun	nber	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) Deri	ivative	e		Secur	rities	(Instr. 5)
	Derivative				Secu	urities			(Instr	. 3 and 4)	
	Security				Acq	uired					
	-				(A)	or					
					Disp	osed					
					of (I	D)					
					(Inst	tr. 3,					
					4, ar	nd 5)					
										Amount	
							Date	Expiration	m: d	or	
							Exercisable Date	litle	Title Number		
										of	
				Code	V (A)	(D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
Insight Venture Partners V L P 680 5TH AVE 8TH FL NEW YORK, NY 10019		X				
		Y				

Reporting Owners 2

Insight Venture Partners V (Employee Co-Investors) L P

680 5TH AVE

8TH FL

NEW YORK, NY 10019

Insight Venture Partners Cayman V L P

680 5TH AVE

8TH FL X

NEW YORK, NY 10019

Insight Venture Partners V Coinvestment Fund L P

680 5TH AVE 8TH FL X

NEW YORK, NY 10019

Insight Venture Associates V, L.L.C.

680 FIFTH AVENUE 8TH FLOOR

NEW YORK, NY 10019

Insight Holdings Group, LLC

680 FIFTH AVENUE, 8TH FLOOR

NEW YORK, NY 10019

Signatures

INSIGHT VENTURE PARTNERS V, L.P., By: Insight Venture Associates V, L.L.C., its general partner, By: Insight Holdings Group, LLC, its managing member, By: /s/ Jeff Horing

06/01/2009

**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) See Exhibit 99.1.
- (2) See Exhibit 99.1.

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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