

SolarWinds, Inc.
Form 4
June 01, 2009

FORM 4

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

OMB APPROVAL

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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 *
Insight Venture Partners V L P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
680 5TH AVE, 8TH FL
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2009

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

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	05/29/2009		S		250,789	D	\$ 12.5 <u>(1)</u>
Common Stock, par value \$0.001 per share	05/29/2009		S		75,935	D	\$ 12.5 <u>(1)</u>
Common Stock, par value \$0.001 per share	05/29/2009		S		14,747	D	\$ 12.5
							5,757,515
							1,743,291
							338,565
							D (2)
							D (2)
							D (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
 NEW YORK, NY 10019

X

Insight Venture Partners V Coinvestment Fund L P
 680 5TH AVE
 8TH FL
 NEW YORK, NY 10019

X

Insight Venture Associates V, L.L.C.
 680 FIFTH AVENUE
 8TH FLOOR
 NEW YORK, NY 10019

X

Insight Holdings Group, LLC
 680 FIFTH AVENUE,
 8TH FLOOR
 NEW YORK, NY 10019

X

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.