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SolarWinds, Inc.  
Form 8-K  
May 23, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

May 17, 2012  
Date of Report (Date of earliest event reported)

SOLARWINDS, INC.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-34358<br>(Commission File Number) | 73-1559348<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

3711 South MoPac Expressway  
Building Two  
Austin, Texas 78746  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (512) 682-9300

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 (see General Instruction A.2. below):

- 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))



Item 5.07. Submission of Matters to a Vote of Security Holders.

SolarWinds, Inc. (the “Company”) held its 2012 annual meeting of stockholders on May 17, 2012. The matters voted upon at the meeting and the results of those votes were as follows:

Proposal One: Election of Class III Directors

| Board Nominee       | For        | Withheld | Broker Non-Votes |
|---------------------|------------|----------|------------------|
| Ellen F. Siminoff   | 61,805,874 | 913,637  | 6,824,380        |
| Lloyd G. Waterhouse | 61,845,454 | 874,057  | 6,824,380        |

Proposal Two: Ratification of PricewaterhouseCoopers LLP as 2012 independent public accounting firm

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 69,029,837 | 509,754 | 4,300   | -                |

Proposal Three: Approval, by non-binding vote, of the compensation of the named executive officers

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 61,527,793 | 1,181,094 | 10,624  | 6,824,380        |

Proposal Four: Stockholder proposal regarding majority voting in director elections

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 38,600,353 | 24,086,412 | 32,746  | 6,824,380        |

SIGNATURE

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.

SOLARWINDS, INC.

Date: May 23, 2012

By: /s/ Bryan A. Sims  
Bryan A. Sims  
Senior Vice President, General Counsel and Secretary