

SolarWinds, Inc.
Form 4
February 09, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CORMIER PAUL J

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2016		D		1,980	D	\$ 60.1 (1)
							7,562
Common Stock	02/05/2016		D		3,604	D	\$ 60.1 (2)
							3,958
Common Stock	02/05/2016		D		3,958	D	\$ 60.1 (3)
							0

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

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(9-02)

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. Disposed of (D) (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 37.89	02/05/2016		D		13,262		<u>(4)</u>	07/11/2024	Common Stock	13,262
Stock Option (right to buy)	\$ 48.55	02/05/2016		D		8,816		<u>(5)</u>	05/14/2025	Common Stock	8,816

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CORMIER PAUL J
C/O SOLARWINDS, INC.
7171 SOUTHWEST PARKWAY, BUILDING 400
AUSTIN, TX 78735

X

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.

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- (2) 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 or December 31, 2016, which were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$60.10 per share.
- (3) Represents the disposition of restricted stock units, which provided for vesting in three equal annual installments beginning July 11, 2015, which were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$60.10 per share.
- (4) Represents the disposition of options, which provided for vesting of 1/3 of the shares subject to the option on July 11, 2015 and 1/36th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$22.21 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 the shares subject to the option on the earlier of the date of the issuer's 2016 annual meeting of stockholders or 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. 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.