

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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Siminoff Ellen F

(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. 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		13,723	D	60.1 (1)
							\$
Common Stock	02/05/2016		D		3,604	D	60.1 (2)
							\$
Common Stock	02/05/2016		D		5,000	D	60.1 (1)
							\$

By The  
D&E  
Living  
Trust

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

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SEC 1474  
(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 9.4	02/05/2016		D	3,176	<u>(3)</u>	06/20/2018	Common Stock		3,176
Stock Option (right to buy)	\$ 19.99	02/05/2016		D	2,681	<u>(4)</u>	07/30/2019	Common Stock		2,681
Stock Option (right to buy)	\$ 18.41	02/05/2016		D	4,969	<u>(5)</u>	05/21/2020	Common Stock		4,969
Stock Option (right to buy)	\$ 23.6	02/05/2016		D	11,221	<u>(6)</u>	05/19/2021	Common Stock		11,221
Stock Option (right to buy)	\$ 45.05	02/05/2016		D	5,579	<u>(7)</u>	05/17/2022	Common Stock		5,579
Stock Option (right to buy)	\$ 44.64	02/05/2016		D	6,109	<u>(8)</u>	05/09/2023	Common Stock		6,109
Stock Option (right to buy)	\$ 37.38	02/05/2016		D	10,706	<u>(9)</u>	05/15/2024	Common Stock		10,706

Stock Option (right to buy)	\$ 48.55	02/05/2016	D	8,816	<u>(10)</u>	05/14/2025	Common Stock	8,816
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siminoff Ellen F 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.  
  
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.
- (2) Represents the disposition of options, which provided for vesting of 1/3rd of the shares subject to the option on June 4, 2009 and 1/36th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$50.70 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.
- (3) Represents the disposition of options, which provided for vesting of all of the shares subject to the option on the earlier of the issuer's 2010 annual stockholders meeting or December 31, 2010. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$40.11 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 2011 annual meeting of stockholders and December 31, 2011. 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.
- (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 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.
- (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 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.
- (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 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

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applicable exercise price of the option and the per share merger consideration of \$60.10.

- (9) 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.

- (10) 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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