

SolarWinds, Inc.  
Form 4  
February 09, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
THOMPSON KEVIN B

(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)  
01/25/2016

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)  
Director, President & CEO

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                    | 01/25/2016                           |  | G                              | V   | 32,279  | D  | \$ 0  | 429,111 | D |
| Common Stock                    | 02/05/2016                           |  | D                              |   | 257,846   | D  | \$ 60.1   | 171,265 | D |
| Common Stock                    | 02/05/2016                           |  | D                              |   | 15,920  | D  | \$ 60.1   | 155,345 | D |
| Common Stock                    | 02/05/2016                           |  | D                              |   | 18,909  | D  | \$ 60.1   | 136,436 | D |

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|              |            |  |   |        |   |                              |         |   |
|--------------|------------|--|---|--------|---|------------------------------|---------|---|
| Common Stock | 02/05/2016 |  | D | 3,138  | D | <sup>(3)</sup><br>\$<br>60.1 | 133,298 | D |
| Common Stock | 02/05/2016 |  | D | 79,763 | D | <sup>(4)</sup><br>\$<br>60.1 | 53,535  | D |
| Common Stock | 02/05/2016 |  | D | 53,535 | D | <sup>(5)</sup><br>\$<br>60.1 | 0       | D |

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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Employee Stock Option (right to buy)       | \$ 4.06  | 02/05/2016                           |  | D                              | 9   | <sup>(7)</sup>   | 07/26/2017  | Common Stock | 9                    |
| Employee Stock Option (right to buy)       | \$ 10  | 02/05/2016                           |  | D                              | 108,116   | <sup>(8)</sup>   | 04/23/2019  | Common Stock | 108,116              |
| Employee Stock Option (right to buy)       | \$ 18.87   | 02/05/2016                           |  | D                              | 62,099  | <sup>(9)</sup>   | 02/25/2020  | Common Stock | 62,099               |
| Employee Stock Option                      | \$ 20.06   | 02/05/2016                           |  | D                              | 89,400  | <sup>(10)</sup>  | 01/04/2021  | Common Stock | 89,400               |



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- (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 vesting in five equal annual installments beginning January 4, 2013, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly as practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (2) Represents the disposition of restricted stock units, which provided for vesting in four equal annual installments beginning February 6, 2014, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly as practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (3) Represents the disposition of restricted stock units, which provided for vesting in five equal annual installments beginning February 6, 2014, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly as practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (4) Represents the disposition of restricted stock units, which provided for vesting in five equal annual installments beginning February 6, 2014, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly as practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (5) Represents the disposition of restricted stock units, which provided for vesting in four equal annual installments beginning February 6, 2015, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly as practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (6) Represents the disposition of restricted stock units, which provided for vesting in four equal annual installments beginning February 3, 2016, which units were cancelled pursuant to the Merger Agreement in exchange for (i) a cash payment equal to the product of \$60.10 per share and 50% of the number of shares subject to the cancelled restricted stock units to be paid as promptly as practicable following the closing of the merger and (ii) a contingent right to receive a cash payment of \$60.10 per share subject to the satisfaction of the original vesting conditions applicable to the remaining cancelled restricted stock units as promptly as practicable following the dates on which the vesting conditions are satisfied.
- (7) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on May 1, 2008 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$56.04 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.
- (8) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on April 23, 2010 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$50.10 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.
- (9) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on February 25, 2011 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$41.23 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 1/4th of the shares subject to the option on January 4, 2012 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$40.04 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.
- (11) Represents the disposition of options, which provided for vesting of 1/60th of the shares subject to the option on February 4, 2012 and each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$32.07 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.
- (12) Represents the disposition of options, which provided for vesting of 1/48th of the shares subject to the option on March 6, 2013 and each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$6.71 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

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merger consideration of \$60.10.

- (13) Represents the disposition of options, which provided for vesting of 1/60th of the shares subject to the option on March 6, 2013 and each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$6.71 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.

- (14) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on February 6, 2015 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$17.64 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.

- (15) Represents the disposition of options, which provided for vesting of 1/4th of the shares subject to the option on February 3, 2016 and 1/48th each month thereafter. The options were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$11.38 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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