

SolarWinds, Inc.
Form SC 13G/A
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3 TO
SCHEDULE 13G

Under the Securities Exchange Act of 1934

SolarWinds, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

83416B 109

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Donald Yonce 2007 Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

3 (b) x
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma
5 SOLE VOTING POWER

NUMBER OF

SHARES 5,541,506
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 5,541,506
8 SHARED DISPOSITIVE POWER
WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,541,506
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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11 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 7.4%
TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Atlantis SolarWinds, LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

3 (b) x
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma
5 SOLE VOTING POWER

NUMBER OF

SHARES 4,148,475
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 4,148,475
8 SHARED DISPOSITIVE POWER
WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,148,475
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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11 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.6%
TYPE OF REPORTING PERSON

PN

This Amendment No. 3 to Schedule 13G amends and restates in its entirety the Schedule 13G (the Original Schedule 13G) filed by Donald Yonce 2007 Trust and Atlantis SolarWinds, LP with the Securities and Exchange Commission with respect to the Common Stock, par value \$0.001 per share (the Common Stock) of SolarWinds, Inc. (the Company) on February 16, 2010.

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SCHEDULE 13G

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Item 1 (a) Name of Issuer:
SolarWinds, Inc.

(b) Address of Issuer's Principal Executive Offices:
3711 South MoPac Expressway, Building Two, Austin, Texas 78746

Item 2 (a) Name of Person Filing:
Donald Yonce 2007 Trust

Atlantis SolarWinds, LP

(b) Address of Principal Business Office, or, if none, Residence:
c/o SolarWinds, Inc., 3711 South MoPac Expressway, Building Two, Austin, Texas 78746

(c) Citizenship:
Donald Yonce 2007 Trust Oklahoma

Atlantis SolarWinds, LP Oklahoma

(d) Title of Class of Securities:
Common Stock, par value \$0.001 per share (Common Stock)

(e) CUSIP Number:
83416B 109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not Applicable. This statement is not being filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c).

Item 4. Ownership:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2012:

Donald Yonce 2007 Trust

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- (a) Amount beneficially owned: 5,541,506

- (b) Percent of class: 7.4%. The percentages used herein are calculated based upon a total of 74,491,517 shares of Common Stock issued and outstanding as of October 25, 2012, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 5,541,506

 - (ii) Shared power to vote or direct the vote: 0

 - (iii) Sole power to dispose or direct the disposition: 5,541,506

 - (iv) Shared power to dispose or direct the disposition: 0

Atlantis SolarWinds, LP

- (c) Amount beneficially owned: 4,148,475

- (d) Percent of class: 5.6%. The percentages used herein are calculated based upon a total of 74,491,517 shares of Common Stock issued and outstanding as of October 25, 2012, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 4,148,475

 - (ii) Shared power to vote or direct the vote: 0

 - (iii) Sole power to dispose or direct the disposition: 4,148,475

 - (iv) Shared power to dispose or direct the disposition: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The agreement among the Reporting Persons to file jointly is attached as Exhibit 99.1 to the Original Schedule 13G. Each of the Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock, other than those reported herein as being owned by it.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

Not Applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013

DONALD YONCE 2007 TRUST

/s/ Donald C. Yonce

Name: Donald C. Yonce

Title: Trustee

ATLANTIS SOLARWINDS, LP

By: Atlantis SolarWinds, LLC, its general partner

By: Donald Yonce family Trust, its sole member

/s/ Donald C. Yonce

Name: Donald C. Yonce

Title: Trustee