SolarWinds, Inc.
Form 4
February 09, 2016

FORM 4

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

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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Strelzick Paul

(Last) (First) (Middle)

C/O SOLARWINDS, INC., TO 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
__X__ Officer (give title below) _____ Other (specify below)
EVP President Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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		22,189	D	$ 60.1 (1)	63,967	D	
Common Stock	02/05/2016		D		7,057	D	$ 60.1 (2)	56,910	D	
Common Stock	02/05/2016		D		5,955	D	$ 60.1 (3)	50,955	D	
Common	02/05/2016		D		1,538	D	$	49,417	D	

Stock						60.1 (4)		
Common Stock	02/05/2016		D	15,953	D	$ 60.1 (5)	33,464	D
Common Stock	02/05/2016		D	17,016	D	$ 60.1 (6)	16,448	D
Common Stock	02/05/2016		D	16,448	D	$ 60.1 (7)	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 20.06	02/05/2016		D			3,924	(8)	01/04/2021	Common Stock	3,924
Employee Stock Option (right to buy)	$ 28.03	02/05/2016		D			25,146	(9)	01/04/2022	Common Stock	25,146
Employee Stock Option (right to buy)	$ 53.39	02/05/2016		D			25,109	(10)	02/06/2023	Common Stock	25,109

Employee Stock Option (right to buy)	$ 53.39	02/05/2016	D	15,604	(11)	02/06/2023	Common Stock	15,604
Employee Stock Option (right to buy)	$ 42.46	02/05/2016	D	45,070	(12)	02/06/2024	Common Stock	45,070
Employee Stock Option (right to buy)	$ 42.46	02/05/2016	D	45,070	(13)	02/06/2024	Common Stock	45,070
Employee Stock Option (right to buy)	$ 48.72	02/05/2016	D	51,290	(14)	02/03/2025	Common Stock	51,290

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strelzick Paul C/O SOLARWINDS, INC. TO 7171 SOUTHWEST PARKWAY, BUILDING 400 AUSTIN, TX 78735			EVP President Worldwide Sales	

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.

(2) 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.

(3) 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.

(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 five 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.

(7) 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.

(8) 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.

(9) 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.

(10) 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 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 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.

(12) 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.

(13) Represents the disposition of options, which provided for vesting of 1/5th of the shares subject to the option on February 6, 2015 and 1/60th 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.

(14)

Explanation of Responses:

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.
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.