

SolarWinds, Inc.  
Form 4  
November 20, 2009

**FORM 4**

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

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).

**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 \*  
Insight Venture Partners V L P

2. Issuer Name and Ticker or Trading Symbol  
SolarWinds, Inc. [SWI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
680 FIFTH AVENUE, 8TH FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/18/2009

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	11/18/2009		S		2,213,887	D	\$ 17.9063
							3,543,628
							D (1)
Common Stock, par value \$0.001 per share	11/18/2009		S		670,333	D	\$ 17.9063
							1,072,958
							D (1)
Common Stock, par	11/18/2009		S		2,244,770	D	\$ 17.9063
							3,593,059
							D (1)

value  
\$0.001  
per share

Common  
Stock, par  
value 11/18/2009  
\$0.001  
per share

S 130,186 D \$ 17.9063 208,379 D <sup>(1)</sup>

Common  
Stock, par  
value 11/18/2009  
\$0.001  
per share

S 5,259,176 D \$ 17.9063 8,418,024 I See  
footnote  
(1)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Insight Venture Partners V L P  
680 FIFTH AVENUE  
8TH FLOOR  
NEW YORK, NY 10019

X

X

Insight Venture Partners V (Employee Co-Investors) L P  
680 5TH AVE  
8TH FL  
NEW YORK, NY 10019

Insight Venture Partners Cayman V L P  
680 5TH AVE  
8TH FL  
NEW YORK, NY 10019

X

Insight Venture Partners V Coinvestment Fund L P  
680 5TH AVE  
8TH FL  
NEW YORK, NY 10019

X

Insight Venture Associates V, L.L.C.  
680 FIFTH AVENUE  
8TH FLOOR  
NEW YORK, NY 10019

X

Insight Holdings Group, LLC  
680 FIFTH AVENUE  
8TH FLOOR  
NEW YORK, NY 10019

X

## Signatures

INSIGHT VENTURE PARTNERS V, L.P. By: Insight Venture Associates V, L.L.C., its  
general partner By: Insight Holdings Group, LLC, its managing member By: /s/ Blair Flicker

11/20/2009

\_\_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) See Exhibit 99.1.

### Remarks:

Exhibit List

- Exhibit 99.1 - Explanation of Responses
- Exhibit 99.2 - Joint Filers' Names and Addresses
- Exhibit 99.3 - Joint Filers' Signatures

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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