

Nye Benjamin
Form 4
May 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
Nye Benjamin

(Last) (First) (Middle)

C/O BAIN CAPITAL VENTURE PARTNERS, LLC, 111 HUNTINGTON AVE.

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2011

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. 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 Ownership (Instr. 4)
Common Stock	05/19/2011		A	(A) or (D) Price 1,907 (1)	\$ 0 3,537	D	
Common Stock					3,297,520	I	See Footnote (2)

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

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SEC 1474 (9-02)

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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
Stock Option (right to buy)	\$ 23.6	05/19/2011		A	11,221	⁽³⁾ 05/19/2011	Common Stock	11,221

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nye Benjamin
C/O BAIN CAPITAL VENTURE PARTNERS, LLC
111 HUNTINGTON AVE.
BOSTON, MA 02199

X

Signatures

/s/ J. Benjamin 05/23/2011
Nye

__Signature of Date
Reporting Person

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) Represents restricted stock units awarded pursuant to the annual equity grant under the issuer's director compensation plan that entitle the reporting person to receive one share of issuer's common stock per restricted stock unit. The restricted stock units will fully vest on the earlier of the date of the issuer's 2012 annual meeting of stockholders and December 31, 2012, subject to continued service through the applicable date.
- (2) Represents shares held by Bain Capital Venture Integral Investors, LLC ("BCVII"). Mr. J. Benjamin Nye is a Managing Director of Bain Capital Venture Investors, LLC ("BCVI"), which is the administrative member of BCVII. By virtue of these relationships Mr. Nye may be deemed to share voting a dispositive power with the respect to 3,297,520 shares of Common Stock held by BCVII. Mr. Nye disclaims beneficial ownership of these securities except to its pecuniary interest therein.
- (3) Represents stock options awarded pursuant to the annual equity grant under the issuer's director compensation plan. All of the shares will fully vest on the earlier of the date of the issuer's 2012 annual meeting of stockholders and December 31, 2012, subject to continued service through the applicable date.

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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