

KRUPKA MICHAEL A  
 Form 4  
 May 28, 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 \*  
**KRUPKA MICHAEL A**

(Last) (First) (Middle)

C/O BAIN CAPITAL VENTURE PARTNERS, LLC, 111 HUNTINGTON AVENUE

(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)  
**05/26/2009**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_X\_ 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/26/2009		C	7,025,555	A	\$ 14,051,110	I	See Footnote (1) <u>(1)</u>
Common Stock	05/26/2009		S	938,471	D	\$ 11.625	I	See Footnote (1) <u>(1)</u>

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**

SEC 1474 (9-02)

number.

**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
Convertible Preferred Stock	(2)	05/26/2009		C	7,025,555	(2) (2)	Common Stock 7,025,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRUPKA MICHAEL A C/O BAIN CAPITAL VENTURE PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
Bain Capital Venture Integral Investors, LLC C/O BAIN CAPITAL VENTURE PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL VENTURE INVESTORS, LLC 111 HUNTINGTON AVENUE 31ST FLOOR BOSTON, MA 02199		X		

## Signatures

/s/ Michael A.  
Krupka 05/27/2009

\*\*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) Mr. Michael A. Krupka is the sole managing member of Bain Capital Venture Investors, LLC ("BCVI"). BCVI is the administrative member of Bain Capital Venture Integral Investors, LLC ("BCVII"). By virtue of these relationships Mr. Krupka may be deemed to share voting a dispositive power with the respect to 13,112,639 shares of Common Stock held by BCVII. Mr. Krupka and BCVI disclaim beneficial ownership of these securities except to its pecuniary interest therein.

Edgar Filing: KRUPKA MICHAEL A - Form 4

(2) The Convertible Preferred Stock is convertible into SolarWinds, Inc. Common Stock on a one-for-one basis and has no expiration date.

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.