

SolarWinds, Inc.
 Form 3
 February 18, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
HIBBERD DOUGLAS G		(Month/Day/Year)	SolarWinds, Inc. [SWI]	
(Last)	(First)	(Middle)	02/07/2014	
C/O SOLARWINDS, INC., 3711 S. MOPAC EXPY., BLDG. TWO			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
AUSTIN, TX 78746			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			EVP, Pres., Bus.Operations	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	54,152 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	11/14/2017	Common Stock	9,712	\$ 4.3467	D	Â
Employee Stock Option (right to buy)	Â (3)	02/25/2020	Common Stock	6,751	\$ 18.87	D	Â
Employee Stock Option (right to buy)	Â (4)	01/04/2021	Common Stock	10,282	\$ 20.06	D	Â
Employee Stock Option (right to buy)	Â (5)	01/04/2022	Common Stock	52,757	\$ 28.03	D	Â
Employee Stock Option (right to buy)	Â (6)	02/06/2023	Common Stock	26,336	\$ 53.39	D	Â
Employee Stock Option (right to buy)	Â (7)	02/06/2023	Common Stock	13,152	\$ 53.39	D	Â
Employee Stock Option (right to buy)	Â (8)	02/06/2024	Common Stock	66,110	\$ 42.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIBBERD DOUGLAS G C/O SOLARWINDS, INC. 3711 S. MOPAC EXPY., BLDG. TWO AUSTIN, TX 78746	Â	Â	Â EVP, Pres., Bus.Operations	Â

Signatures

/s/ Bryan A. Sims, Attorney
in Fact

02/18/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 81,950 restricted stock units that entitle the reporting person to receive one share of issuer's common stock per restricted stock unit subject to vesting conditions and 19,341 shares directly held by the reporting person.
 - (2) 1/4th of the shares vested and became exercisable on November 15, 2008 and 1/48th vest and become exercisable each month thereafter.
 - (3) 1/4 of the shares vested and became exercisable on February 25, 2011 and 1/48 of the shares vest and become exercisable each month thereafter.
 - (4) 1/4 of the shares vested and became exercisable on January 4, 2012 and 1/48 of the shares vest and become exercisable each month thereafter.
 - (5) 1/60th of the shares vested and became exercisable on February 4, 2012 and each month thereafter.

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- (6) 1/48th of the shares vested and became exercisable on March 6, 2013 and each month thereafter.
- (7) 1/60th of the shares vested and became exercisable on March 6, 2013 and each month thereafter.
- (8) 1/4th of the shares vest and become exercisable on February 6, 2015 and 1/48th vest and become exercisable each month thereafter.

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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