SolarWinds, Inc. Form SC 13G November 02, 2009

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

SolarWinds, Inc.
----(Name of Issuer)

Common Stock, par value \$0.001 per share
----(Title of Class of Securities)

83416B 109 -----(CUSIP Number)

May 29, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b)

[] Rule 13d-1(c)

[X] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 83416B 109 13G Page 2 of 19 Pages

1			ING PERSON ICATION NO. OF ABOVE PERSON (ENTITIES	ONLY)
	Insight	Ventur	e Partners IV, L.P.	
2	CHECK T	HE APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) []
3	SEC USE	ONLY		
4	CITIZEN	SHIP OR	PLACE OF ORGANIZATION	
	Delawar	е		
		 5	SOLE VOTING POWER	
			1,494,555	
NUMBE		6	SHARED VOTING POWER	·
SHAF BENEFIC OWNED	CIALLY		0	
EAC REPOF	CH RTING	 7	SOLE DISPOSITIVE POWER	
PERS WIT			1,494,555	
		8	SHARED DISPOSITIVE POWER	
			0	
 9	AGGREGA	TE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTIN	IG PERSON
	1,494,5	55		
10	CHECK B	OX IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN SHARES
	N/A			
11	PERCENT	OF CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
	2.0%			
 12	TYPE OF	REPORT	ING PERSON*	·
	PN			
		*SE	E INSTRUCTION BEFORE FILLING OUT!	·
CUSIP No.	83416B	109		ge 3 of 19 Pages
1			ING PERSON ICATION NO. OF ABOVE PERSON (ENTITIES	ONI.Y)

	Insight V	enture l	Partners IV (Co-Investors), L.P.		
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP	* (a) [] (b) []	
3	SEC USE O	NLY			
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			184,185		
NUMBE		6	SHARED VOTING POWER		
BENEFIC OWNEI	SHARES BENEFICIALLY OWNED BY		0		
	RTING	7	SOLE DISPOSITIVE POWER		
PERS WIT			184,185		
		8	SHARED DISPOSITIVE POWER		
			0		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPO	RTING PERSON	
	184,185				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXC	LUDES CERTAIN SHARES	
	N/A				
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW 9		
	0.2%				
12	TYPE OF R	EPORTING	G PERSON*		
	PN				
		*SEE	INSTRUCTION BEFORE FILLING OUT!		
CUSIP No.	83416B 10	 9 	13G	Page 4 of 19 Pages	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)				
	Insight V	enture 1	Partners (Cayman) IV, L.P.		

2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP'	(a) [] (b) []				
3	SEC USE ONLY							
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION					
	Cayman Is	lands						
		5	SOLE VOTING POWER					
SHAI BENEFIC OWNEI	NUMBER OF SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER					
EAC REPOI PERS WIT	RTING SON	7	SOLE DISPOSITIVE POWER 199,810					
		8	SHARED DISPOSITIVE POWER					
9	AGGREGATE 199,810	AMOUNT	BENEFICIALLY OWNED BY EACH REPOR	RTING PERSON				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCI	JUDES CERTAIN SHARES				
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW 9					
12	TYPE OF R	EPORTIN	G PERSON*					
		*SEE	INSTRUCTION BEFORE FILLING OUT!					
CUSIP No.	83416B 10	9 	 13G 	Page 5 of 19 Pages				
1	NAME OF RI		G PERSON ATION NO. OF ABOVE PERSON (ENTIT)	ES ONLY)				
	Insight V	enture 1	Partners IV (Fund B), L.P.					
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) []				

							(b)	[]
3	SEC USE O	NLY						
4	CITIZENSH	IP OR P	LACE OF (ORGANIZATIO)N			
	Delaware							
		5	SOLE VO	TING POWER				
			11,880					
	BER OF	6	SHARED V	VOTING POWE	 ER			
BENEF OWN	ARES ICIALLY ED BY ACH		0					
REP	ORTING RSON	7	SOLE DI	SPOSITIVE F	POWER			
	ITH:		11,880					
		8	SHARED I	DISPOSITIVE	POWER			
			0					
9	AGGREGATE	AMOUNT	BENEFIC	IALLY OWNED	BY EACH	REPORTING P	ERSON	
	11,880							
10	CHECK BOX	IF THE	AGGREGA:	TE AMOUNT I	IN ROW (9)	EXCLUDES C	ERTAIN	SHARES*
	N/A							
11	PERCENT O	F CLASS	REPRESE	NTED BY AMO	OUNT IN RO	DW 9		
	*Less tha	n 1%						
12	TYPE OF R	EPORTIN	G PERSON	*				
	PN							
		*SEE	INSTRUCT	ION BEFORE	FILLING (DUT!		
CUSIP No	. 83416B 10	 9		13G		 Page 6	of 19	Pages
1	NAME OF R			. OF ABOVE	PERSON (E	ENTITIES ONL	 Y)	
	Insight V	enture	Associate	es IV, L.L.	С.			
2	CHECK THE	APPROP	RIATE BOX	X IF A MEME	BER OF A (GROUP*	(a) (b)	

3	SEC USE O	NLY							
4	CITIZENSH	IP OR P	LACE (OF ORGANIZA	 ATION				
	Delaware								
		5	SOLE	VOTING PO	 √ER				
			0						
NUMBE	R OF	 6	SHAR	 ED VOTING I	 POWER				
SHAR BENEFIC			1,89	0,430					
OWNED EAC				· 					
REPOR PERS	RTING	7	SOLE	DISPOSITIV	/E POWER				
WIT			0						
		8	SHAR	ED DISPOSI	CIVE POWEF	₹			
			1,89	0,430					
9	AGGREGATE	AMOUNT	BENE	FICIALLY O	√NED BY E <i>F</i>	ACH REPO	RTING	PERSON	[
	1,890,430								
 10	CHECK BOX	IF THE	AGGR	EGATE AMOU	T IN ROW	(9) EXC	 LUDES	CERTAI	N SHARES
	N/A								
 11	PERCENT O	F CLASS	REPRI	ESENTED BY	AMOUNT IN	N ROW 9			
	2.5%								
 12	TYPE OF R	EPORTIN	G PER	 SON*					
	00								
		 *SEE		 UCTION BEFO	 DRE FILLIN	 NG OUT!			
CUSIP No.	83416B 10	9		_	13G		Page	7 of 1	9 Pages
				_					
1	NAME OF R								
				NO. OF ABO		N (ENTIT	IES ON	ILY)	
				ers V, L.P					
2	CHECK THE	APPROP	RIATE	BOX IF A M	1EMBER OF	A GROUP	*	(a	.) []
								(b) []
3	SEC USE O	NLY							

	CITIZENSH	IP OR PI	LACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
			5,757,515	
NUMBE SHAR		6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY			0	
EAC REPOR PERS	RTING	7	SOLE DISPOSITIVE POWER	
WIT			5,757,515	
		8	SHARED DISPOSITIVE POWER	
			0	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPOR	RTING PERSON
	5,757,515			
 L O	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXC	LUDES CERTAIN SHARE
	N/A			
 L1	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW 9	
	7.5%			
 12	TYPE OF RI	EPORTING	G PERSON*	
	PN			
		*SEE	INSTRUCTION BEFORE FILLING OUT!	
CUSIP No.	83416B 109) 	 13G	Page 8 of 19 Pages
CUSIP No.	83416B 109)	 13G 	
	NAME OF RI	EPORTING		Page 8 of 19 Pages
	NAME OF RI	EPORTING	 G PERSON	Page 8 of 19 Pages
l	NAME OF RI	EPORTING	G PERSON ATION NO. OF ABOVE PERSON (ENTIT	Page 8 of 19 Pages IES ONLY) s), L.P. (a) []
CUSIP No.	NAME OF RI	EPORTING ENTIFICA enture I	G PERSON ATION NO. OF ABOVE PERSON (ENTIT: Partners V (Employee Co-Investors	Page 8 of 19 Pages IES ONLY) s), L.P.

	Delaware			
		5	SOLE VOTING POWER	
			338,565	
NUMBE SHAR		6	SHARED VOTING POWER	
BENEFIC OWNED	IALLY		0	
EAC REPOR		7	SOLE DISPOSITIVE POWER	
PERS WIT			338,565	
		8	SHARED DISPOSITIVE POWER	
			0	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPOR	TING PERSON
	338,565			
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCL	UDES CERTAIN SHARES*
	N/A			
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW 9	
	0.4%			
12	TYPE OF RE	EPORTING	G PERSON*	
	PN			
		*SEE	INSTRUCTION BEFORE FILLING OUT!	
CUSIP No.	83416B 109) 	13G	Page 9 of 19 Pages
1	NAME OF RE		G PERSON ATION NO. OF ABOVE PERSON (ENTITI	ES ONLY)
	Insight Ve	enture E	Partners (Cayman) V, L.P.	
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) []
3	SEC USE ON	 NLY		
4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION	

		5	SOLE VOTING POWER			
			1,743,291			
	R OF	6	SHARED VOTING POWER			
SHAR BENEFIC	CIALLY		0			
OWNED EAC	H					
PERS	ON	./	SOLE DISPOSITIVE POWER			
WIT	Ή:		1,743,291			
		8	SHARED DISPOSITIVE POWER			
			0			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORT	RTING	PERSON	
	1,743,291					
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCL	LUDES	CERTAIN	SHARES*
	N/A					
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW 9			
	2.3%					
12	TYPE OF R	EPORTING	G PERSON*			
	PN					
		*SEE	INSTRUCTION BEFORE FILLING OUT!			
	83416B 10		13G	Page	10 of 19	Pages
1	NAME OF RI		G PERSON ATION NO. OF ABOVE PERSON (ENTIT:	IES ON	NLY)	
	Insight Ve	enture 1	Partners V Coinvestment Fund, L.I	·		
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP	*	(a)	[]
						[]
3	SEC USE O	NLY				
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION			
	Delaware					

5,837,829 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAIN N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			5	SOLE VOTING POWER		
SHARES BENEFICIALLY 0 OMNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH: 5,837,829 8 SHARED DISPOSITIVE POWER 0 2 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,837,829 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHANNAN N/A 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% 12 TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! 1 NAME OF REPORTING PERSON 1.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				5,837,829		
BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH: 5,837,829 8 SHARED DISPOSITIVE POWER 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,837,829 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAIN/A 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% 12 TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! UNSIP No. 83416B 109 13G Page 11 of 19 Page 1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE AFPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			6	SHARED VOTING POWER		
REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH: 5,837,829 8 SHARED DISPOSITIVE POWER 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,837,829 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAIN N/A 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% 12 TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! 2. CUSIP No. 83416B 109 13G Page 11 of 19 Page 11 of 1	BENEFIC:	IALLY BY		0		
WITH: 5,837,829 8 SHARED DISPOSITIVE POWER 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,837,829 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHANN/A 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% 12 TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! UNAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	REPORT	ΓING	7	SOLE DISPOSITIVE POWER		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,837,829 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAIN N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! *SEE INSTRUCTION BEFORE FILLING OUT! NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,837,829 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAIN N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! *SEE INSTRUCTION BEFORE FILLING OUT! NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			8	SHARED DISPOSITIVE POWER		
5,837,829 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAIN N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				0		
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAIN N/A 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% 12 TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 83416B 109 13G Page 11 of 19 Page 11 of 1	9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPOR	RTING PERSON	
N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 83416B 109 13G Page 11 of 19 Page NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		5,837,829				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! USIP No. 83416B 109 13G Page 11 of 19 Page 11	10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCL	UDES CERTAIN	SHARES
7.7% TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! *SEE INSTRUCTION BEFORE FILLING OUT! DELIVER ASSOCIATION OUT ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		N/A				
TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! *SEE INSTRUCTION BEFORE FILLING OUT! USIP No. 83416B 109 13G Page 11 of 19 Page 11 o	11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW 9		
*SEE INSTRUCTION BEFORE FILLING OUT! *SEE INSTRUCTION BEFORE FILLING OUT! *USIP No. 83416B 109 13G Page 11 of 19 Page 12 of 19 Page 11 of 19		7.7%				
SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 83416B 109 13G Page 11 of 19 Page 11 o	12	TYPE OF RE	EPORTING	G PERSON		
CUSIP No. 83416B 109 13G Page 11 of 19 Page NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		PN				
NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			*SEE	INSTRUCTION BEFORE FILLING OUT!		
NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					Page 11 of 19	Pages
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Insight Venture Associates V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	 L				ES ONLY)	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		Insight Ve	enture <i>l</i>			
SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	2	CHECK THE	APPROPI		(a)	[]
CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	 3	SEC USE ON				
Delaware						
O SULE VUIING FUWEK			 5	SOLE VOTING POWER		

			0	
NUMBER OF		6	SHARED VOTING POWER	
SHAR BENEFIC OWNED EAC	IALLY BY		13,677,200	
REPOR	TING	7	SOLE DISPOSITIVE POWER	
PERS WIT			0	
		8	SHARED DISPOSITIVE POWER	
			13,677,200	
9		AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERS	
	13,677,200			
10		IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT	CAIN SHARES*
	N/A 			
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW 9	
	17.9%			
12 TYPE OF REPORTING PERSON*				
	00			
		*SEE	INSTRUCTION BEFORE FILLING OUT!	
CUSIP No.	83416B 109	9	13G Page 12 c	of 19 Pages
1	NAME OF RE		G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	Insight Ho	oldings	Group, LLC	
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*	(a) []
				(b) []
3	SEC USE ON	NLY		
4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
			0	

NUMBE SHAF		6	SHARED VOTING POWER
BENEFIC OWNER	CIALLY D BY		15,567,630
EAC REPOF PERS	RTING	7	SOLE DISPOSITIVE POWER
	TH:		0
		8	SHARED DISPOSITIVE POWER
			15,567,630
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	15,567,63	0	
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A		
11	PERCENT O		REPRESENTED BY AMOUNT IN ROW 9
	20.4%		
12	TYPE OF R	EPORTIN	G PERSON*
	00		
		*SEE	INSTRUCTION BEFORE FILLING OUT!
Item 1(a):	. Name	of Iss	uer:
	Sola	rWinds,	Inc. (the "Company")
Item 1(b):	: Addr	ess of	Issuer's Principal Executive Offices:
	3711	South	MoPac Expressway
		ding Tw in, Tex	o as 78746
Item 2:			
(a) N	Name of Per	son Fil	ing
]	Insight Ven	ture Pa	rtners IV, L.P.
	-		rtners IV (Co-Investors), L.P. rtners (Cayman) IV, L.P.
I	Insight Ven	ture Pa	rtners IV (Fund B), L.P.
	-		sociates IV, L.L.C. rtners V, L.P.
1	Insight Ven	ture Pa	rtners V (Employee Co-Investors), L.P.
	-		rtners (Cayman) V, L.P. rtners V Coinvestment Fund, L.P.
1	Insight Ven	ture As	sociates V, L.L.C.

Insight Holdings Group, LLC

(b) The address of the principal business and principal office of each of the Reporting Persons listed above is:

680 Fifth Avenue 8th Floor New York, New York 10019

(c) Citizenship

Insight Venture Partners IV, L.P. Delaware Insight Venture Partners IV (Co-Investors), L.P. Delaware Insight Venture Partners (Cayman) IV, L.P. Cayman Islands Insight Venture Partners IV (Fund B), L.P. Delaware Insight Venture Associates IV, L.L.C. Delaware Insight Venture Partners V, L.P. Delaware Insight Venture Partners V (Employee Co-Investors), L.P. Delaware Insight Venture Partners (Cayman) V, L.P. Cayman Islands Insight Venture Partners V Coinvestment Fund, L.P. Delaware Insight Venture Associates V, L.L.C. Delaware Insight Holdings Group, LLC Delaware

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(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock")

(e) CUSIP Number

83416B 109

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- A. [] Broker or dealer registered under Section 15 of the Act,
- B. [] Bank as defined in Section 3(a)(6) of the Act,
- C. [] Insurance Company as defined in Section 3(a)(19) of the Act,
- D. [] Investment Company registered under Section 8 of the Investment Company Act of 1940,
- E. [] Investment Adviser in accordance with Rule 13d-1
 (b)(1)(ii)(E),
- F. [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- G. [] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- H. [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- I. [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,

J. [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

This Schedule 13G is being filed by Insight Venture Partners IV, L.P., a Delaware limited partnership (hereinafter referred to as "IVP"), Insight Venture Partners IV (Co-Investors), L.P., a Delaware limited partnership (hereinafter referred to as "IVP Co-Investor"), Insight Venture Partners (Cayman) IV, L.P., a Cayman Islands limited partnership (hereinafter referred to as "IVP Cayman"), Insight Venture Partners IV (Fund B), L.P., a Delaware limited partnership (hereinafter referred to as "IVP Fund B"), Insight Venture Associates, IV, L.L.C., a Delaware limited liability company (hereinafter referred to as "Associates IV"), Insight Venture Partners V, L.P., a Delaware limited partnership (hereinafter referred to as "VP"), Insight Venture Partners V (Employee Co-Investors), L.P., a Delaware limited partnership (hereinafter referred to as "VP Co-Investors"), Insight Venture Partners (Cayman) V, L.P., a Cayman Islands limited partnership (hereinafter referred to as "VP Cayman"), Insight Venture Partners V Coinvestment Fund, L.P. (hereinafter referred to as "VP Coinvestment" and together with VP and VP Co-Investors and VP Cayman, the "Insight V Funds"), Insight Venture Associates V, L.L.C., a Delaware limited liability company registered as a foreign entity under the laws of the Cayman Islands (hereinafter referred to as "Associates V") and Insight Holdings Group, LLC, a Delaware limited liability company (hereinafter referred to as "Holdings"). Associates IV is the general partner of each of the Insight IV Funds, and as such may be deemed to be the beneficial owner of all shares held by the Insight IV Funds. Associates V is the general partner of each of the Insight V Funds, and as such may be deemed to be the beneficial owner of all shares held by the Insight V Funds. Holdings is the managing member of Associates IV and Associates V, and as such may be deemed to be the beneficial owner of all shares held by the Insight IV Funds and Insight V Funds. As a result, the beneficial ownership of Common Stock by the Reporting Persons, as of the date of this Schedule 13G, is as follows:

Insight Venture Partners IV, L.P. $\,$

- (a) Amount beneficially owned: 1,494,555
- (b) Percent of class: 2.0%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 1,494,555
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 1,494,555
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners IV (Co-Investors), L.P.

- (a) Amount beneficially owned: 184,185
- (b) Percent of class: 0.2%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 184,185
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 184,185
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners (Cayman) IV, L.P.

- (a) Amount beneficially owned: 199,810
- (b) Percent of class: 0.3%.
- (c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 199,810
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 199,810
- (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners IV (Fund B), L.P.

- (a) Amount beneficially owned: 11,880
- (b) Percent of class: Less than 1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 11,880
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 11,880
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Associates IV, L.L.C.

- (a) Amount beneficially owned: 1,890,430
- (b) Percent of class: 2.5%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,890,430
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,890,430

Insight Venture Partners V, L.P.

- (a) Amount beneficially owned: 5,757,515
- (b) Percent of class: 7.5%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 5,757,515
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 5,757,515
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners V (Employee Co-Investors), L.P.

(a) Amount beneficially owned: 338,565

- (b) Demont of alace 0 1%
- (b) Percent of class: 0.4%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 338,565
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 338,565
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners (Cayman) V, L.P.

- (a) Amount beneficially owned: 1,743,291
- (b) Percent of class: 2.3%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 1,743,291
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 1,743,291
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners V Coinvestment Fund, L.P.

- (a) Amount beneficially owned: 5,837,829
- (b) Percent of class: 7.7%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 5,837,829
 - (ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 5,837,829 (iv) Shared power to dispose or direct the disposition: 0

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Insight Venture Associates V, L.L.C.

- (a) Amount beneficially owned: 13,677,200
- (b) Percent of class: 17.9%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 13,677,200
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 13,677,200

Insight Holdings Group, LLC

- (a) Amount beneficially owned: 15,567,630
- (b) Percent of class: 20.4%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 15,567,630
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 15,567,630

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8: Identification and Classification of Members of the Group:

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The agreement among the Reporting Persons to file jointly is attached hereto as Exhibit 99.1. Each of the Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock, other than those reported herein as being owned by it.

Item 9: Notice of Dissolution of Group:

N/A

Item 10: Certification:

N/A

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

INSIGHT VENTURE PARTNERS IV, L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing Title: Managing Member

INSIGHT VENTURE PARTNERS IV (CO-INVESTORS), L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing Title: Managing Member

INSIGHT VENTURE PARTNERS IV (FUND B), L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing Title: Managing Member

INSIGHT VENTURE PARTNERS (CAYMAN) IV, L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing ______ ______ Name: Jeffrey Horing Title: Managing Member -16-INSIGHT VENTURE ASSOCIATES IV, L.L.C. By: Insight Holdings Group, LLC, its managing member By: /s/ Jeffrey Horing _____ Name: Jeffrey Horing Title: Managing Member 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/ Jeffrey Horing _____ Name: Jeffrey Horing Title: Managing Member INSIGHT VENTURE PARTNERS V (EMPLOYEE CO-INVESTORS), L.P. By: Insight Venture Associates V, L.L.C., its general partner By: Insight Holdings Group, LLC, its managing member By: /s/ Jeffrey Horing Name: Jeffrey Horing Title: Managing Member INSIGHT VENTURE PARTNERS (CAYMAN) V, L.P. By: Insight Venture Associates V, L.L.C., its general partner By: Insight Holdings Group, LLC, its managing member By: /s/ Jeffrey Horing _____ Name: Jeffrey Horing Title: Managing Member

INSIGHT VENTURE PARTNERS V COINVESTMENT FUND, L.P.

By: Insight Venture Associates V, L.L.C., its

general partner

By: Insight Holdings Group, LLC, its managing

member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing
Title: Managing Member

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INSIGHT VENTURE ASSOCIATES V, L.L.C.

By: Insight Holdings Group, LLC, its managing

member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing Title: Managing Member

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Jeffrey Horing

Name: Jeffrey Horing Title: Managing Member

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EXHIBIT INDEX

Exhibit 99.1: Joint Filing Agreement, dated November 2, 2009, by and among the Reporting Persons.

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