

SolarWinds, Inc.
Form 8-A12B
May 14, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

SolarWinds, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

73-1559348
(I.R.S. Employer Identification No.)

3711 South MoPac Expressway

Building Two

Austin, Texas 78746
(Address of principal executive offices)

78746
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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Title of each class

Name of each exchange on which

to be so registered

each class is to be registered

Common Stock, par value \$0.001 per share

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-149851.

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

The information contained in Description of Capital Stock in the Registrant's Registration Statement on Form S-1, as amended (Commission File No. 333-149851), filed with the Securities and Exchange Commission (the *Form S-1 Registration Statement*), including any prospectus relating thereto filed subsequently pursuant to Rule 424(b) of the Securities Act of 1933, as amended, is hereby incorporated by reference.

Item 2. Exhibits.

Under the Instructions as to Exhibits section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

Signatures

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SolarWinds, Inc.

Date: May 14, 2009

By: */s/ Michael S. Bennett*
Michael S. Bennett
Chairman and Chief Executive Officer