Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
SOLARWINDS WORLDWIDE LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/30/2006

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SOLARWINDS WORLDWIDE, LLC

3711 SOUTH MOPAC EXPRESSWAY
BUILDING TWO
AUSTIN, TX 78746

2b Employer Identification Number (EIN)
26-3798676

2c Sponsor's telephone number
918-307-8100

2d Business code (see instructions)
511210

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	JASON REAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	574
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	589
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	153
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	742
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	742
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	618
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2K 2S 2T 3D 3H 2F 2G 2J

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SOLARWINDS WORLDWIDE LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOLARWINDS WORLDWIDE, LLC

D Employer Identification Number (EIN)
26-3798676

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	4169	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT MD CP VAL IS - AMERICAN CE 44-0619208	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK EQUITY DIV SRV - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY OP MIDCAP VAL I - DREYFUS TRA 200 PARK AVENUE NEW YORK, NY 10166	0.25%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS S&P 500 INDX - DREYFUS TRA 200 PARK AVENUE NEW YORK, NY 10166	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS BALANCED I - JANUS SERVICES 43-1804048	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM US SMALL CO INST - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABT SH DRTN INC I - DST SYSTEMS 43-1581814	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS MA INV TRUST R4 - MFS SERVICE 04-2865649	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB MID CAP GRTH INST - STATE STREE 04-0025081	0.10%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN MDCP INDEX I - BOSTON FINAN	P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.03%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO INCOME INST - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.03%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT MD CP VAL A - AMERICAN CENT 44-0619208	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK EQUITY DIV A - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CALAMOS GRTH & INC A - US BANCORP F 39-0281260	0.35%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY OP MIDCAP VAL A - DREYFUS TRAN 13-2614959	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS S&P 500 INDX - DREYFUS TRAN 13-2614959	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS BALANCED S - JANUS SERVICES L 43-1804048	0.25%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS S - JANUS SERVICES L 43-1804048	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABT SH DTN INC A - DST SYSTEMS, 43-1581814	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS MA INV TRUST R3 - MFS SERVICE C 04-2865649	0.25%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN MDCP INDEX A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RETURN A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R4 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SOLARWINDS WORLDWIDE LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOLARWINDS WORLDWIDE, LLC

D Employer Identification Number (EIN)
26-3798676

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	697602	605672
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	245814	350783
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	13280862	20707935
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	14224278	21664390
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	14224278	21664390

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1857449	
	(B) Participants	2a(1)(B)	3611738	
	(C) Others (including rollovers)	2a(1)(C)	285910	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5755097
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	251	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	14541	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14792
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	850305	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		850305
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2592302
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		9212496
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1762537	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1762537
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		3845
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	6002	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6002
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1772384
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		7440112
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HOLTZMAN PARTNERS LLP **(2)** EIN: 74-3121060

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SOLARWINDS WORLDWIDE LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOLARWINDS WORLDWIDE, LLC

D Employer Identification Number (EIN)
26-3798676

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements
and Supplemental Schedule

SolarWinds Worldwide LLC 401(k) Plan

As of December 31, 2013 and 2012
and for the year ended December 31, 2013
with Report of Independent Auditors

SolarWinds Worldwide LLC 401(k) Plan

Financial Statements
and Supplemental Schedule

As of December 31, 2013 and 2012 and for the year ended December 31, 2013

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Report of Independent Auditors.....1

Financial Statements

Statements of Net Assets Available for Benefits.....3
Statement of Changes in Net Assets Available for Benefits.....4
Notes to Financial Statements.....5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year).....16

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Report of Independent Auditors

To the Management of
SolarWinds Worldwide LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SolarWinds Worldwide LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for benefits for the year ended December 31, 2013, the related notes to the financial statements, and the supplemental schedule of Schedule H, line 4i—Schedule of Assets Held (At End of Year) as of December 31, 2013.

Management's Responsibility for the Financial Statements and Supplemental Schedule

Management is responsible for the preparation and fair presentation of these financial statements and supplemental schedule in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements and supplemental schedule based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements and supplemental schedule.

Other Matter

The supplemental schedule of Schedule H, line 4i—Schedule of Assets Held (At End of Year) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Holtzman Partners, LLP

September 25, 2014

SolarWinds Worldwide LLC 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31, 2013	2012
Assets		
Investments, at fair value		
Money market funds	**$ 605,672**	$ 697,602
Mutual funds	**20,707,935**	13,280,862
Total investments	**21,313,607**	13,978,464
Receivables		
Employer contributions	**227,976**	136,887
Participant loans receivable	**350,783**	245,814
Total receivables	**578,759**	382,701
Net assets available for benefits	**$ 21,892,366**	$ 14,361,165

See accompanying notes.

SolarWinds Worldwide LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2013

Income:	
Net appreciation in fair value of investments	**$ 2,592,302**
Dividend income from investments	**850,305**
Interest income from participant loans	**14,541**
Interest income from investments	**251**
Total income	**3,457,399**
Contributions:	
Employee contributions	**3,611,738**
Employer contributions	**1,948,538**
Rollover contributions	**285,910**
Total contributions	**5,846,186**
Expenses:	
Distributions to participants	**1,762,537**
Administrative expenses	**6,002**
Deemed distribution of loans	**3,845**
Total expenses	**1,772,384**
Net increase	**7,531,201**
Net assets available for benefits at beginning of year	**14,361,165**
Net assets available for benefits at end of year	**$ 21,892,366**

See accompanying notes.

SolarWinds Worldwide LLC 401(k) Plan

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

SolarWinds Worldwide LLC 401(k) Plan (the "Plan") is a defined contribution plan covering eligible employees of SolarWinds Worldwide LLC. (the "Company"). The Plan became effective September 30, 2006 and was most recently amended and restated effective December 9, 2013, in accordance with applicable laws and regulations governing employee benefit plans. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). All Plan assets are held by Fidelity Management Trust Company. Complete information regarding the Plan is included in the Plan Agreement. Significant plan provisions are summarized below.

During 2012, the Company acquired EminentWare, Ajax Illinois Corporation, and Rhino Software, Inc. and their employees. Employees of the EminentWare plan are eligible to participate in the SolarWinds plan immediately upon hire. Effective January 2, 2013, employees of Ajax Illinois and Rhino Software are eligible to participate in the Plan, and are named as participating employers under the Plan. During 2013, the Company acquired Confio Corporation and its employees. Effective October 8, 2013, employees of Confio Corporation are eligible to participate in the Plan, and Confio Corporation is named as a participating employer under the Plan.

Eligibility

Employees of the Company are eligible to participate in the Plan upon the attainment of 21 years of age. There is no service requirement. Effective March 1, 2011, participants may enter the plan immediately, and deferral changes may be made each pay period.

Contributions

Each year, participants may contribute up to 90% of their eligible compensation or the maximum amount allowed by law of pretax annual compensation, as defined in the Plan. Participants are also permitted to make Roth deferral contributions. Participants who have attained age 50 are eligible to make catch up contributions. Participants may also contribute amounts representing rollovers from other retirement plans. Effective March 1, 2011, the plan document was amended to add automatic enrollment of 5% of compensation for all new employees or employees rehired after March 1, 2011 unless elected otherwise. Effective January 1, 2012, the Plan was amended to exclude stock-based compensation and taxable relocation expenses from plan compensation for the purposes of determining deferral contributions, employee contributions, qualified nonelective employer contributions and 401(k) safe harbor matching contributions.

1. Description of the Plan (continued)

Contributions (continued)

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a variety of mutual funds and a money market account as investment options for participants. The Plan allows for employer contributions in the form of safe harbor and additional matching employer contributions. The safe harbor contribution is based on each participant's contribution, equal to 100% of the first 3% of compensation deferred by the participant and 50% of the next 2% of compensation deferred for the plan year. The additional matching employer contribution is limited to 4% of the participants' eligible compensation deferred for the plan year. These contributions must be 100% vested when made and may only be distributed because of death, disability, severance from employment, age 59 1/2, or termination of the Plan without the establishment of a successor plan. In addition, each plan year, the Employer must provide written notice to all Active Participants of their rights and obligations under the Plan. The Plan does not accept rollovers of after-tax employee contributions. Contributions are subject to certain limitations.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's contribution and plan earnings. Plan earnings in each of these funds are allocated based on each employee's fund account balance relative to the aggregate of all employees' fund account balances. A participant is entitled to the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, employer contributions and earnings thereon.

Forfeitures

Non-vested balances of participants' accounts may be subject to forfeiture upon termination of their employment with the Sponsor. A forfeiture occurs in the Plan year in which the participant receives a distribution of their vested account. At

1. Description of the Plan (continued)

Forfeitures (continued)

December 31, 2013 and 2012, forfeited nonvested accounts totaled $164 and $91, respectively. Amounts are retained in the Plan and first used to pay Plan administrative expenses with any remaining amounts used to reduce future employer matching contributions.

Participant Receivable from Loans

Participants are allowed to borrow a minimum of $1,000 up to a maximum amount of the lessor of 50% of the participant's vested amount or $50,000. The loans are collateralized by the vested balance in the participant's account, and bear interest at rates ranging from 5.25% to 8.25%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid through payroll deductions with equal installments made each pay period. All Plan loans must be repaid in five years, except those that are used for the purchase of a principal residence in which case the loan can be extended for 10 years. In most cases repayment of the loan will be made through after-tax payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant is entitled to receive an amount equal to the value of his or her account, payable in lump-sum form. A participant whose vested account balance is $1,000 or less will automatically receive an immediate lump-sum distribution equal to their vested account balance. Distributions are subject to the applicable provisions of the Plan agreement.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. In-service withdrawals are allowed upon attainment of age 59-1/2. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, subject to a $500 minimum, as defined by the Plan. Hardship withdrawals are strictly regulated by the IRS and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

1. Description of the Plan (continued)

Cash and Cash Equivalents

Cash and cash equivalents may include cash and funds received prior to year end awaiting allocation to the appropriate investment option, if any.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Risks and Uncertainties

The Plan provides for investments in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements, accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Oversight Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 4 for discussion of fair value measurements.

2. Significant Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits to participants are recorded by the Plan when actual payment is made.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payment transactions are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Company evaluated events occurring between the end of the most recent fiscal year and September 25, 2014, the date the financial statements and supplemental schedule were available to be issued.

3. Investments

All information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivables from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments and investment income for the year ended December 31, 2013, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, trustee of the Plan.

The following presents individual investments that represent 5% or more of the Plan's net assets at either December 31, 2013 or 2012.

	December 31,	
	2013	**2012**
Janus Balanced Fund Class S	**$** –	$ 1,187,057
Fidelity Prime Fund	–	697,602
Calamos Growth and Income Fund- Class A	–	995,037
Fidelity Advisor New Insights Fund- Class A	–	1,230,931
Fidelity Advisor Freedom Fund 2030- Class A	–	810,911
Fidelity Advisor Freedom 2040 Fund- Class A	–	789,370
PIMCO Total Return Fund-Class A	–	727,242
Fidelity Contrafund	**1,628,664**	–
Janus Balanced Fund Class I	**1,897,329**	–
Vanguard Target Retirement Fund 2030	**1,137,585**	–
Vanguard Target Retirement Fund 2035	**1,109,171**	–
Vanguard Target Retirement Fund 2040	**1,423,219**	–
Vanguard Target Retirement Fund 2045	**1,463,015**	–

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, are described below:

- *Level 1:* Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- *Level 2:* Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

  If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3:* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

- *Money market funds*: Valued as cash equivalents, which approximate fair value.
- *Mutual funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

4. Fair Value Measurements (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

	December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	**$ 605,672**	**$ –**	**$ –**	**$ 605,672**
Mutual funds:				
Large Cap Stock	**4,362,898**	**–**	**–**	**4,362,898**
Mid Cap Stock	**2,270,473**	**–**	**–**	**2,270,473**
Small Cap Stock	**1,065,562**	**–**	**–**	**1,065,562**
International Stock	**1,070,835**	**–**	**–**	**1,070,835**
Specialty Stock	**1,064,032**	**–**	**–**	**1,064,032**
Blended Investments	**9,545,187**	**–**	**–**	**9,545,187**
Bond Investments	**1,328,948**	**–**	**–**	**1,328,948**
Total mutual funds	**20,707,935**	**–**	**–**	**20,707,935**
Total assets at fair value	**$ 21,313,607**	**$**	**$ –**	**$ 21,313,607**

	December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	$ 697,602	$ –	$ –	$ 697,602
Mutual funds:				
Large Cap Stock	3,992,619	–	–	3,992,619
Mid Cap Stock	1,379,047	–	–	1,379,047
Small Cap Stock	587,466	–	–	587,466
International Stock	773,069	–	–	773,069
Specialty Stock	637,096	–	–	637,096
Blended Investments	4,805,943	–	–	4,805,943
Bond Investments	1,105,622	–	–	1,105,622
Total mutual funds	13,280,862	–	–	13,280,862
Total assets at fair value	$ 13,978,464	$ –	$ –	$ 13,978,464

5. Related-Party Transactions and Party In Interest Transactions

Plan assets include investment in funds managed by Fidelity Management Trust Company. They are the Plan's trustee and as such, these transactions qualify as party in interest transactions under ERISA.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

In the event of the termination of the Plan, the individual accounts of all members shall become fully vested. After deducting all charges and expenses, the balances of all individual accounts will be adjusted and the remaining assets distributed.

7. Income Tax Status

The underlying volume submitter profit sharing plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the plan is qualified under Section 401(a) of the Internal Revenue Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2013-06 and 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS opinion letter. The Plan has also adopted required and discretionary amendments. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

	December 31, 2013	2012
Net assets available for benefits per the financial statements	**$ 21,892,366**	$ 14,361,165
Less: Amounts attributed to employer contributions receivable reported in the financial statements but not reflected on the 5500	**(227,976)**	(136,887)
Net assets available for benefits per the Form 5500	**$ 21,664,390**	$ 14,224,278

The following is a reconciliation of net income per the financial statements to the Form 5500 for the year ended December 31, 2013:

Total net increase per the Statement of Changes in Net Assets Available for Benefits	**$ 7,531,201**
Less: Amounts attributed to current year employer contributions receivable reported in the financial statements but not reflected on the 5500	**(227,976)**
Plus: Amounts attributed to prior year employer contributions receivable not reported in the financial statements but reflected on the 5500	**136,887**
Net income per the Form 5500	**$ 7,440,112**

Supplemental Schedule

SolarWinds Worldwide LLC 401(k) Plan

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

EIN: 26-3798676 PN: 001

December 31, 2013

(a)	(b) Identity of Issue	(c) Description of Investment	(e) Current Value
*	Fidelity Money Market Fund	Money Market	**$ 605,672**
*	Fidelity Contrafund	Mutual Fund	**1,628,664**
*	Fidelity Real Estate Investment Portfolio Fund	Mutual Fund	**400,808**
*	Fidelity Small Cap Value Fund	Mutual Fund	**504,348**
*	Fidelity Worldwide Fund	Mutual Fund	**192,585**
	Dreyfus S&P 500 Index Fund	Mutual fund	**1,020,570**
	Dreyfus Opportunistic Mid Cap Value Fund	Mutual Fund	**1,042,695**
	American Century Investments Mid Cap Value Fund	Mutual fund	**445,077**
	BlackRock Equity Dividend Fund Service Shares	Mutual fund	**854,839**
	Columbia Balanced Fund Class Y Shares	Mutual fund	**938,560**
	Select Materials Portfolio Fund	Mutual fund	**435,732**
	Select Technology Portfolio Fund	Mutual fund	**227,492**
	Janus Balanced Fund Class I	Mutual fund	**1,897,329**
	JP Morgan US Small Company Fund Institutional Class	Mutual fund	**440,715**
	Lord Abbett Short Duration Income Fund Class I	Mutual fund	**201,768**
	MFS Massachusetts Investors Trust Class R4	Mutual fund	**858,825**
	Neuberger Berman Mid Cap Growth Fund Institutional Class	Mutual fund	**403,766**
	Nuveen Mid Cap Index Fund Class I	Mutual fund	**378,935**
	Oppenheimer Discovery Fund Class I	Mutual fund	**120,499**
	Oppenheimer International Growth Fund Class I	Mutual fund	**878,250**
	PIMCO Income Fund Institutional Class	Mutual fund	**316,094**
	PIMCO Total Return Fund Institutional Class	Mutual fund	**811,086**
	Vanguard Target Retirement 2010 Fund	Mutual fund	**43,667**
	Vanguard Target Retirement 2015 Fund	Mutual fund	**155,745**
	Vanguard Target Retirement 2020 Fund	Mutual fund	**202,770**
	Vanguard Target Retirement 2025 Fund	Mutual fund	**60,642**
	Vanguard Target Retirement 2030 Fund	Mutual fund	**1,137,585**
	Vanguard Target Retirement 2035 Fund	Mutual fund	**1,109,171**
	Vanguard Target Retirement 2040 Fund	Mutual fund	**1,423,219**
	Vanguard Target Retirement 2045 Fund	Mutual fund	**1,463,015**
	Vanguard Target Retirement 2050 Fund	Mutual fund	**816,434**
	Vanguard Target Retirement 2055 Fund	Mutual fund	**107,713**
	Vanguard Target Retirement Income Fund Investor Class	Mutual fund	**189,337**
	Total Investments at Fair Value		**21,313,607**
*	Participant Loans	With varying maturity rates and interest rates ranging from 5.25% to 8.25%	**350,783**
	Net Assets Available for Benefits per the form 5500		**$ 21,664,390**

* Indicates a party-in-interest to the Plan.

Financial Statements
and Supplemental Schedule

SolarWinds Worldwide LLC 401(k) Plan

As of December 31, 2013 and 2012
and for the year ended December 31, 2013
with Report of Independent Auditors

SolarWinds Worldwide LLC 401(k) Plan

Financial Statements
and Supplemental Schedule

As of December 31, 2013 and 2012 and for the year ended December 31, 2013

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HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Report of Independent Auditors

To the Management of
SolarWinds Worldwide LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SolarWinds Worldwide LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for benefits for the year ended December 31, 2013, the related notes to the financial statements, and the supplemental schedule of Schedule H, line 4i—Schedule of Assets Held (At End of Year) as of December 31, 2013.

Management's Responsibility for the Financial Statements and Supplemental Schedule

Management is responsible for the preparation and fair presentation of these financial statements and supplemental schedule in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements and supplemental schedule based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements and supplemental schedule.

Other Matter

The supplemental schedule of Schedule H, line 4i—Schedule of Assets Held (At End of Year) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Holtzman Partners, LLP

September 25, 2014

SolarWinds Worldwide LLC 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31, 2013	2012
Assets		
Investments, at fair value		
Money market funds	**$ 605,672**	$ 697,602
Mutual funds	**20,707,935**	13,280,862
Total investments	**21,313,607**	13,978,464
Receivables		
Employer contributions	**227,976**	136,887
Participant loans receivable	**350,783**	245,814
Total receivables	**578,759**	382,701
Net assets available for benefits	**$ 21,892,366**	$ 14,361,165

See accompanying notes.

SolarWinds Worldwide LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2013

Income:	
Net appreciation in fair value of investments	**$ 2,592,302**
Dividend income from investments	**850,305**
Interest income from participant loans	**14,541**
Interest income from investments	**251**
Total income	**3,457,399**
Contributions:	
Employee contributions	**3,611,738**
Employer contributions	**1,948,538**
Rollover contributions	**285,910**
Total contributions	**5,846,186**
Expenses:	
Distributions to participants	**1,762,537**
Administrative expenses	**6,002**
Deemed distribution of loans	**3,845**
Total expenses	**1,772,384**
Net increase	**7,531,201**
Net assets available for benefits at beginning of year	**14,361,165**
Net assets available for benefits at end of year	**$ 21,892,366**

See accompanying notes.

SolarWinds Worldwide LLC 401(k) Plan

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

SolarWinds Worldwide LLC 401(k) Plan (the "Plan") is a defined contribution plan covering eligible employees of SolarWinds Worldwide LLC. (the "Company"). The Plan became effective September 30, 2006 and was most recently amended and restated effective December 9, 2013, in accordance with applicable laws and regulations governing employee benefit plans. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). All Plan assets are held by Fidelity Management Trust Company. Complete information regarding the Plan is included in the Plan Agreement. Significant plan provisions are summarized below.

During 2012, the Company acquired EminentWare, Ajax Illinois Corporation, and Rhino Software, Inc. and their employees. Employees of the EminentWare plan are eligible to participate in the SolarWinds plan immediately upon hire. Effective January 2, 2013, employees of Ajax Illinois and Rhino Software are eligible to participate in the Plan, and are named as participating employers under the Plan. During 2013, the Company acquired Confio Corporation and its employees. Effective October 8, 2013, employees of Confio Corporation are eligible to participate in the Plan, and Confio Corporation is named as a participating employer under the Plan.

Eligibility

Employees of the Company are eligible to participate in the Plan upon the attainment of 21 years of age. There is no service requirement. Effective March 1, 2011, participants may enter the plan immediately, and deferral changes may be made each pay period.

Contributions

Each year, participants may contribute up to 90% of their eligible compensation or the maximum amount allowed by law of pretax annual compensation, as defined in the Plan. Participants are also permitted to make Roth deferral contributions. Participants who have attained age 50 are eligible to make catch up contributions. Participants may also contribute amounts representing rollovers from other retirement plans. Effective March 1, 2011, the plan document was amended to add automatic enrollment of 5% of compensation for all new employees or employees rehired after March 1, 2011 unless elected otherwise. Effective January 1, 2012, the Plan was amended to exclude stock-based compensation and taxable relocation expenses from plan compensation for the purposes of determining deferral contributions, employee contributions, qualified nonelective employer contributions and 401(k) safe harbor matching contributions.

1. Description of the Plan (continued)

Contributions (continued)

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a variety of mutual funds and a money market account as investment options for participants. The Plan allows for employer contributions in the form of safe harbor and additional matching employer contributions. The safe harbor contribution is based on each participant's contribution, equal to 100% of the first 3% of compensation deferred by the participant and 50% of the next 2% of compensation deferred for the plan year. The additional matching employer contribution is limited to 4% of the participants' eligible compensation deferred for the plan year. These contributions must be 100% vested when made and may only be distributed because of death, disability, severance from employment, age 59 1/2, or termination of the Plan without the establishment of a successor plan. In addition, each plan year, the Employer must provide written notice to all Active Participants of their rights and obligations under the Plan. The Plan does not accept rollovers of after-tax employee contributions. Contributions are subject to certain limitations.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's contribution and plan earnings. Plan earnings in each of these funds are allocated based on each employee's fund account balance relative to the aggregate of all employees' fund account balances. A participant is entitled to the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, employer contributions and earnings thereon.

Forfeitures

Non-vested balances of participants' accounts may be subject to forfeiture upon termination of their employment with the Sponsor. A forfeiture occurs in the Plan year in which the participant receives a distribution of their vested account. At

1. Description of the Plan (continued)

Forfeitures (continued)

December 31, 2013 and 2012, forfeited nonvested accounts totaled $164 and $91, respectively. Amounts are retained in the Plan and first used to pay Plan administrative expenses with any remaining amounts used to reduce future employer matching contributions.

Participant Receivable from Loans

Participants are allowed to borrow a minimum of $1,000 up to a maximum amount of the lessor of 50% of the participant's vested amount or $50,000. The loans are collateralized by the vested balance in the participant's account, and bear interest at rates ranging from 5.25% to 8.25%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid through payroll deductions with equal installments made each pay period. All Plan loans must be repaid in five years, except those that are used for the purchase of a principal residence in which case the loan can be extended for 10 years. In most cases repayment of the loan will be made through after-tax payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant is entitled to receive an amount equal to the value of his or her account, payable in lump-sum form. A participant whose vested account balance is $1,000 or less will automatically receive an immediate lump-sum distribution equal to their vested account balance. Distributions are subject to the applicable provisions of the Plan agreement.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. In-service withdrawals are allowed upon attainment of age 59-1/2. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, subject to a $500 minimum, as defined by the Plan. Hardship withdrawals are strictly regulated by the IRS and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

1. Description of the Plan (continued)

Cash and Cash Equivalents

Cash and cash equivalents may include cash and funds received prior to year end awaiting allocation to the appropriate investment option, if any.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Risks and Uncertainties

The Plan provides for investments in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements, accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Oversight Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 4 for discussion of fair value measurements.

2. Significant Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits to participants are recorded by the Plan when actual payment is made.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payment transactions are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Company evaluated events occurring between the end of the most recent fiscal year and September 25, 2014, the date the financial statements and supplemental schedule were available to be issued.

3. Investments

All information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivables from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments and investment income for the year ended December 31, 2013, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, trustee of the Plan.

The following presents individual investments that represent 5% or more of the Plan's net assets at either December 31, 2013 or 2012.

	December 31,	
	2013	**2012**
Janus Balanced Fund Class S	**$** –	$ 1,187,057
Fidelity Prime Fund	–	697,602
Calamos Growth and Income Fund- Class A	–	995,037
Fidelity Advisor New Insights Fund- Class A	–	1,230,931
Fidelity Advisor Freedom Fund 2030- Class A	–	810,911
Fidelity Advisor Freedom 2040 Fund- Class A	–	789,370
PIMCO Total Return Fund-Class A	–	727,242
Fidelity Contrafund	**1,628,664**	–
Janus Balanced Fund Class I	**1,897,329**	–
Vanguard Target Retirement Fund 2030	**1,137,585**	–
Vanguard Target Retirement Fund 2035	**1,109,171**	–
Vanguard Target Retirement Fund 2040	**1,423,219**	–
Vanguard Target Retirement Fund 2045	**1,463,015**	–

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, are described below:

- *Level 1:* Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- *Level 2:* Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

  If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3:* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

- *Money market funds*: Valued as cash equivalents, which approximate fair value.
- *Mutual funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

4. Fair Value Measurements (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

	December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	**$ 605,672**	**$ –**	**$ –**	**$ 605,672**
Mutual funds:				
Large Cap Stock	**4,362,898**	**–**	**–**	**4,362,898**
Mid Cap Stock	**2,270,473**	**–**	**–**	**2,270,473**
Small Cap Stock	**1,065,562**	**–**	**–**	**1,065,562**
International Stock	**1,070,835**	**–**	**–**	**1,070,835**
Specialty Stock	**1,064,032**	**–**	**–**	**1,064,032**
Blended Investments	**9,545,187**	**–**	**–**	**9,545,187**
Bond Investments	**1,328,948**	**–**	**–**	**1,328,948**
Total mutual funds	**20,707,935**	**–**	**–**	**20,707,935**
Total assets at fair value	**$ 21,313,607**	**$**	**$ –**	**$ 21,313,607**

	December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	$ 697,602	$ –	$ –	$ 697,602
Mutual funds:				
Large Cap Stock	3,992,619	–	–	3,992,619
Mid Cap Stock	1,379,047	–	–	1,379,047
Small Cap Stock	587,466	–	–	587,466
International Stock	773,069	–	–	773,069
Specialty Stock	637,096	–	–	637,096
Blended Investments	4,805,943	–	–	4,805,943
Bond Investments	1,105,622	–	–	1,105,622
Total mutual funds	13,280,862	–	–	13,280,862
Total assets at fair value	$ 13,978,464	$ –	$ –	$ 13,978,464

5. Related-Party Transactions and Party In Interest Transactions

Plan assets include investment in funds managed by Fidelity Management Trust Company. They are the Plan's trustee and as such, these transactions qualify as party in interest transactions under ERISA.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

In the event of the termination of the Plan, the individual accounts of all members shall become fully vested. After deducting all charges and expenses, the balances of all individual accounts will be adjusted and the remaining assets distributed.

7. Income Tax Status

The underlying volume submitter profit sharing plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the plan is qualified under Section 401(a) of the Internal Revenue Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2013-06 and 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS opinion letter. The Plan has also adopted required and discretionary amendments. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

	December 31, 2013	2012
Net assets available for benefits per the financial statements	**$ 21,892,366**	$ 14,361,165
Less: Amounts attributed to employer contributions receivable reported in the financial statements but not reflected on the 5500	**(227,976)**	(136,887)
Net assets available for benefits per the Form 5500	**$ 21,664,390**	$ 14,224,278

The following is a reconciliation of net income per the financial statements to the Form 5500 for the year ended December 31, 2013:

Total net increase per the Statement of Changes in Net Assets Available for Benefits	**$ 7,531,201**
Less: Amounts attributed to current year employer contributions receivable reported in the financial statements but not reflected on the 5500	**(227,976)**
Plus: Amounts attributed to prior year employer contributions receivable not reported in the financial statements but reflected on the 5500	**136,887**
Net income per the Form 5500	**$ 7,440,112**

Supplemental Schedule

SolarWinds Worldwide LLC 401(k) Plan

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

EIN: 26-3798676 PN: 001

December 31, 2013

(a)	(b) Identity of Issue	(c) Description of Investment	(e) Current Value
*	Fidelity Money Market Fund	Money Market	**$ 605,672**
*	Fidelity Contrafund	Mutual Fund	**1,628,664**
*	Fidelity Real Estate Investment Portfolio Fund	Mutual Fund	**400,808**
*	Fidelity Small Cap Value Fund	Mutual Fund	**504,348**
*	Fidelity Worldwide Fund	Mutual Fund	**192,585**
	Dreyfus S&P 500 Index Fund	Mutual fund	**1,020,570**
	Dreyfus Opportunistic Mid Cap Value Fund	Mutual Fund	**1,042,695**
	American Century Investments Mid Cap Value Fund	Mutual fund	**445,077**
	BlackRock Equity Dividend Fund Service Shares	Mutual fund	**854,839**
	Columbia Balanced Fund Class Y Shares	Mutual fund	**938,560**
	Select Materials Portfolio Fund	Mutual fund	**435,732**
	Select Technology Portfolio Fund	Mutual fund	**227,492**
	Janus Balanced Fund Class I	Mutual fund	**1,897,329**
	JP Morgan US Small Company Fund Institutional Class	Mutual fund	**440,715**
	Lord Abbett Short Duration Income Fund Class I	Mutual fund	**201,768**
	MFS Massachusetts Investors Trust Class R4	Mutual fund	**858,825**
	Neuberger Berman Mid Cap Growth Fund Institutional Class	Mutual fund	**403,766**
	Nuveen Mid Cap Index Fund Class I	Mutual fund	**378,935**
	Oppenheimer Discovery Fund Class I	Mutual fund	**120,499**
	Oppenheimer International Growth Fund Class I	Mutual fund	**878,250**
	PIMCO Income Fund Institutional Class	Mutual fund	**316,094**
	PIMCO Total Return Fund Institutional Class	Mutual fund	**811,086**
	Vanguard Target Retirement 2010 Fund	Mutual fund	**43,667**
	Vanguard Target Retirement 2015 Fund	Mutual fund	**155,745**
	Vanguard Target Retirement 2020 Fund	Mutual fund	**202,770**
	Vanguard Target Retirement 2025 Fund	Mutual fund	**60,642**
	Vanguard Target Retirement 2030 Fund	Mutual fund	**1,137,585**
	Vanguard Target Retirement 2035 Fund	Mutual fund	**1,109,171**
	Vanguard Target Retirement 2040 Fund	Mutual fund	**1,423,219**
	Vanguard Target Retirement 2045 Fund	Mutual fund	**1,463,015**
	Vanguard Target Retirement 2050 Fund	Mutual fund	**816,434**
	Vanguard Target Retirement 2055 Fund	Mutual fund	**107,713**
	Vanguard Target Retirement Income Fund Investor Class	Mutual fund	**189,337**
	Total Investments at Fair Value		**21,313,607**
*	Participant Loans	With varying maturity rates and interest rates ranging from 5.25% to 8.25%	**350,783**
	Net Assets Available for Benefits per the form 5500		**$ 21,664,390**

* Indicates a party-in-interest to the Plan.