

FENTON PETER H
Form 4
March 27, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPURLOCK STEVEN M

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE 200,

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MARIN SOFTWARE INC [MRIN]

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/27/2013		C		2,267,533 (1)	A	2,267,533	I	See footnote (2)
Common Stock	03/27/2013		C		718,984 (1)	A	2,986,517	I	See footnote (2)
Common Stock	03/27/2013		C		361,331 (1)	A	3,347,848	I	See footnote (2)
Common Stock	03/27/2013		C		182,946 (1)	A	3,530,794	I	See footnote

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Common Stock	03/27/2013	C	121,989 <u>(1)</u>	A	<u>(1)</u>	3,652,783	I	<u>(2)</u> See footnote <u>(2)</u>
Common Stock	03/27/2013	C	221,709 <u>(1)</u>	A	<u>(1)</u>	3,874,492	I	<u>(2)</u> See footnote <u>(2)</u>

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	03/27/2013		C	2,267,533	<u>(1)</u> <u>(3)</u>	Common Stock 2,267,533
Series C Preferred Stock	<u>(1)</u>	03/27/2013		C	718,984	<u>(1)</u> <u>(3)</u>	Common Stock 718,984
Series D Preferred Stock	<u>(1)</u>	03/27/2013		C	361,331	<u>(1)</u> <u>(3)</u>	Common Stock 361,331
Series E Preferred Stock	<u>(1)</u>	03/27/2013		C	182,946	<u>(1)</u> <u>(3)</u>	Common Stock 182,946
Series F Preferred Stock	<u>(1)</u>	03/27/2013		C	121,989	<u>(1)</u> <u>(3)</u>	Common Stock 121,989
Series F-1 Preferred Stock	<u>(1)</u>	03/27/2013		C	221,709	<u>(1)</u> <u>(3)</u>	Common Stock 221,709

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPURLOCK STEVEN M 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
FENTON PETER H 2480 SAND HILL ROAD SUITE 200 MENLO PAKR, CA 94025		X		
LASKY MITCHELL 2480 SAND HILL ROAD STE 200 MENLO PARK, CA 94025		X		
Cohler Matt 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		

Signatures

/s/ Steven M. Spurlock, by power of attorney for Mitchell Lasky	03/27/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton	03/27/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Matthew R. Cohler	03/27/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock	03/27/2013
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In connection with the closing of the Issuer's initial public offering of Common Stock on March 27, 2013, each share of Preferred Stock automatically converted into one (1) share of the Issuer's Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.
- (2) Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related persons. Benchmark Capital Management Co. VI, L.L.C., the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over the reported shares of the Issuer's stock held by such funds.
- (3) None.

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Remarks:

Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert K

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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