

LaBar Mitchell R
Form 4
March 15, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LaBar Mitchell R

(Last) (First) (Middle)

C/O MARCUS & MILLICHAP,
INC., 23975 PRK SORRENTO,
SUITE 400

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Marcus & Millichap, Inc. [MMI]

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

03/14/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive VP and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)	
Common Stock	03/14/2019		S	787	D	\$ 38.46	0	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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)		8. Price of Derivative Security (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)							(2)	(2)	Common Stock	30,000
Restricted Stock Units	(1)							(3)	(3)	Common Stock	36,363
Restricted Stock Units	(1)							(4)	(4)	Common Stock	7,807
Restricted Stock Units	(1)							(5)	(5)	Common Stock	6,337

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LaBar Mitchell R C/O MARCUS & MILLICHAP, INC. 23975 PRK SORRENTO, SUITE 400 CALABASAS, CA 91302	Executive VP and COO

Signatures

/s/ Robert Kennis, as Attorney-in-Fact for Mitchell R.
LaBar 03/15/2019

__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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units vest in five equal annual installments beginning March 31, 2017.
- (3) The restricted stock units vest in five equal annual installments beginning February 16, 2018.

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- (4) Twenty percent will vest on each of the first five anniversaries commencing on the tenth (10th) day of the month following February 26, 2018, subject to the recipient remaining a Service Provider through each such vesting date.
- (5) Twenty percent will vest on each of the first five anniversaries commencing on the tenth (10th) day of the month following February 13, 2019, subject to the recipient remaining a Service Provider through each such vesting date.

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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