

MARIN SOFTWARE INC
 Form 3
 March 21, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â DUNLEVIE BRUCE (Last) (First) (Middle) 2480 SAND HILL ROAD,Â SUITE 200 (Street) MENLO PARK,Â CAÂ 94025 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/21/2013 | 3. Issuer Name and Ticker or Trading Symbol MARIN SOFTWARE INC [MRIN] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| | | | | | |
|---|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|--|--|

(Instr. 5)

| | | | | | | | |
|--------------------------------------|-------|------------|--------------|-----------|----------|---|------------------|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 2,267,533 | \$ 0 (1) | I | See footnote (2) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 718,984 | \$ 0 (1) | I | See footnote (2) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 361,331 | \$ 0 (1) | I | See footnote (2) |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 182,946 | \$ 0 (1) | I | See footnote (2) |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 121,989 | \$ 0 (1) | I | See footnote (2) |
| Series F-1 Preferred Stock | Â (1) | Â (1) | Common Stock | 221,709 | \$ 0 (1) | I | See footnote (2) |
| Director Stock Option (right to buy) | Â (3) | 01/30/2023 | Common Stock | 31,200 | \$ 12.15 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNLEVIE BRUCE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |

Signatures

/s/ Steven M. Spurlock, by power of attorney for Bruce Dunlevie

03/21/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 share of Preferred Stock will automatically convert into one (1) share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock for no additional consideration, and has no expiration date.
- (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) The stock option grant is immediately exercisable in full.

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Remarks:

AlexandreÂ Balkanski,Â MatthewÂ R.Â Cohler,Â BruceÂ W.Â Dunlevie,Â PeterÂ H.Â Fenton,Â J.Â WilliamÂ Gurley,Â 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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