Garde Rashmi Form 3 March 21, 2013

FORM 3

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

OMB APPROVAL

OMB Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires:

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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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MARIN SOFTWARE INC [MRIN] Garde Rashmi (Month/Day/Year) 03/21/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O MARIN SOFTWARE (Check all applicable) INCORPORATED, 123 MISSION STREET, 25TH 10% Owner Director **FLOOR** _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group General Counsel Filing(Check Applicable Line) _X_ Form filed by One Reporting Person SAN Form filed by More than One FRANCISCO. CAÂ 94105 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (I) (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)

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(1)	08/25/2021	Common Stock	114,756	\$ 2.7	D	Â
Employee Stock Option (right to buy)	(1)	01/30/2023	Common Stock	25,000	\$ 12.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Garde Rashmi C/O MARIN SOFTWARE INCORPORATED 123 MISSION STREET, 25TH FLOOR SAN FRANCISCO, CA 94105	Â	Â	General Counsel	Â	

Signatures

/s/ Rashmi Garde by Stephen Chen, Attorney-in-Fact

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) The stock option grant is immediately exercisable in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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