

FENTON PETER H

Form 3

March 21, 2013

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 SPURLOCK STEVEN M

(Last) (First) (Middle)

2480 SAND HILL ROAD,
SUITE 200,Â

(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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. 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)

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	Â	Â X	Â	Â
FENTON PETER H 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
LASKY MITCHELL 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
Cohler Matt 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Steven M. Spurlock, by power of attorney for Mitchell Lasky 03/21/2013

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton 03/21/2013

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, by power of attorney for Matthew R. Cohler 03/21/2013

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Signature of Reporting Person

Date

/s/ Steven M. Spurlock

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.

Â

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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