

KAGLE ROBERT
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 *
Benchmark Capital Management Co.
VI, L.L.C.

(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 | (1) 2,267,533 | I | See footnote (2) |
| Common Stock | 03/27/2013 | | C | | 718,984 (1) | A | (1) 2,986,517 | I | See footnote (2) |
| Common Stock | 03/27/2013 | | C | | 361,331 (1) | A | (1) 3,347,848 | I | See footnote (2) |
| Common Stock | 03/27/2013 | | C | | 182,946 (1) | A | (1) 3,530,794 | I | See footnote |

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

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 | (1) | 03/27/2013 | | C | 2,267,533 | (1) (3) | Common Stock 2,267,533 |
| Series C Preferred Stock | (1) | 03/27/2013 | | C | 718,984 | (1) (3) | Common Stock 718,984 |
| Series D Preferred Stock | (1) | 03/27/2013 | | C | 361,331 | (1) (3) | Common Stock 361,331 |
| Series E Preferred Stock | (1) | 03/27/2013 | | C | 182,946 | (1) (3) | Common Stock 182,946 |
| Series F Preferred Stock | (1) | 03/27/2013 | | C | 121,989 | (1) (3) | Common Stock 121,989 |
| Series F-1 Preferred Stock | (1) | 03/27/2013 | | C | 221,709 | (1) (3) | Common Stock 221,709 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Benchmark Capital Management Co. VI, L.L.C. 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BENCHMARK CAPITAL PARTNERS VI LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BENCHMARK FOUNDERS FUND VI LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| Benchmark Founders Fund VI-B, L.P. 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | | X | | |
| HARVEY KEVIN 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | | X | | |
| GURLEY J WILLIAM 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | | X | | |
| KAGLE ROBERT 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BALKANSKI ALEXANDRE 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. VI, L.L.C.

03/27/2013

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Capital Partners VI, L.P.

03/27/2013

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Founders' Fund VI, L.P.

03/27/2013

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| /s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Founders' Fund VI-B, L.P. | 03/27/2013 |
| <u>Signature of Reporting Person</u> | Date |
| s/ Steven M. Spurlock, by power of attorney for Alexandre Balkanski | 03/27/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Steven M. Spurlock, by power of attorney for J. William Gurley | 03/27/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Steven M. Spurlock, by power of attorney for Robert Kagle | 03/27/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Steven M. Spurlock, by power of attorney for Kevin Harvey | 03/27/2013 |
| <u>Signature of Reporting Person</u> | 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).
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.

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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