

Schwarz Kurt Henry
Form 4
March 12, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schwarz Kurt Henry

(Last) (First) (Middle)

C/O MARCUS & MILLICHAP, INC., 23975 PARK 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)
02/26/2018

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)
Chief Accounting Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/16/2019 | | M | | 127 A (1) 2,857 (2) | I | By Trust (3) |
| Common Stock | 02/16/2019 | | F | | \$ 43 D 39.56 (4) 2,814 | I | By Trust (3) |
| Common Stock | 02/25/2019 | | M | | 186 A (1) 3,000 | I | By Trust (3) |
| Common Stock | 02/25/2019 | | F | | \$ 63 D 38.66 (5) 2,937 | I | By Trust (3) |

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| | | | | | | | | |
|--------------|------------|---|-----|---|------------------|-------|---|------------------------|
| Common Stock | 03/10/2019 | M | 128 | A | <u>(1)</u> | 3,065 | I | By Trust <u>(3)</u> |
| Common Stock | 03/10/2019 | F | 44 | D | \$ <u>(6)</u> | 3,021 | I | By Trust <u>(3)</u> |

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

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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)

| 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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 02/26/2018 | | A | 642 | <u>(7)</u> | <u>(7)</u> | Common Stock | 642 |
| Restricted Stock Units | <u>(1)</u> | 02/13/2019 | | A | 2,026 | <u>(7)</u> | <u>(7)</u> | Common Stock | 2,026 |
| Restricted Stock Units | <u>(1)</u> | 02/16/2019 | | M | 127 | <u>(8)</u> | <u>(8)</u> | Common Stock | 127 |
| Restricted Stock Units | <u>(1)</u> | 02/25/2019 | | M | 186 | <u>(9)</u> | <u>(9)</u> | Common Stock | 186 |
| Restricted Stock Units | <u>(1)</u> | 03/10/2019 | | M | 128 | <u>(10)</u> | <u>(10)</u> | Common Stock | 128 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Schwarz Kurt Henry
C/O MARCUS & MILLICHAP, INC.
23975 PARK SORRENTO, SUITE 400
CALABASAS, CA 91302

Chief Accounting Officer

Signatures

/s/ Kurt H.
Schwarz

03/12/2019

**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) Includes 183 shares purchased on May 15, 2018 and 150 shares purchased on November 18, 2018 pursuant to the Company's Employee Stock Purchase Plan.
- (3) Voting and investment power over the shares held by The Schwarz Family Trust dated September 25, 2003 is exercised by the reporting person, as one of the trustees.
- (4) Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the above-reported settlement of RSUs. The amount of shares withheld is based on the closing sale price on February 19, 2019.
- (5) Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the above-reported settlement of RSUs. The amount of shares withheld is based on the closing sale price of the date of settlement.
- (6) Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the above-reported settlement of RSUs. The amount of shares withheld is based on the closing sale price on March 11, 2019.
- (7) Twenty percent will vest on each of the first five anniversaries commencing on the tenth (10th) day of the month following the Grant Date, subject to the recipient remaining a Service Provider through each such vesting date.
- (8) The restricted stock units vest in five equal annual installments beginning February 16, 2018.
- (9) The restricted stock units vest in five equal annual installments beginning February 25, 2017.
- (10) Twenty percent will vest on each of the first five anniversaries commencing on the tenth (10th) day of the month following the grant date, 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. 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.