

Hutchison Donald P.
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 *
Hutchison Donald P.

(Last) (First) (Middle)

C/O MARIN SOFTWARE
INCORPORATED, 123 MISSION
STREET, 25TH FLOOR

(Street)

SAN FRANCISCO, CA 94105

(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 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/27/2013		C		134,049 (1)	A	Ⓣ	234,230	I	Held by the Hutchison Family Trust (2)
Common Stock	03/27/2013		C		13,550 (1)	A	Ⓣ	247,780	I	Held by the Hutchison Family Trust (2)
Common Stock	03/27/2013		C		6,307 (1)	A	Ⓣ	254,087	I	Held by the Hutchison Family Trust

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Common Stock	03/27/2013		C	5,000 ⁽¹⁾	A	<u>(1)</u>	259,087	I	⁽²⁾ Held by the Hutchison Family Trust ⁽²⁾
Common Stock	03/27/2013		C	44,683 ⁽¹⁾	A	<u>(1)</u>	44,683	I	Held by Glasgow Investments, LLC ⁽³⁾
Common Stock	03/27/2013		C	4,517 ⁽¹⁾	A	<u>(1)</u>	49,200	I	Held by Glasgow Investments, LLC ⁽³⁾

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		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
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Series A Preferred Stock	<u>(1)</u>	03/27/2013		C		134,049	<u>(1)</u>	<u>(4)</u>	Common Stock	134,049
Series D Preferred Stock	<u>(1)</u>	03/27/2013		C		13,550	<u>(1)</u>	<u>(4)</u>	Common Stock	13,550
Series E Preferred Stock	<u>(1)</u>	03/27/2013		C		6,307	<u>(1)</u>	<u>(4)</u>	Common Stock	6,307
Series F Preferred Stock	<u>(1)</u>	03/27/2013		C		5,000	<u>(1)</u>	<u>(4)</u>	Common Stock	5,000

Series A Preferred Stock	(1)	03/27/2013	C	44,683	(1)	(4)	Common Stock	44,683
Series D Preferred Stock	(1)	03/27/2013	C	4,517	(1)	(4)	Common Stock	4,517

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutchison Donald P. C/O MARIN SOFTWARE INCORPORATED 123 MISSION STREET, 25TH FLOOR SAN FRANCISCO, CA 94105	X			

Signatures

/s/ Donald P. Hutchison by Stephen Chen,
Attorney-in-Fact

03/27/2013

__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).
- In connection with the closing of the Issuer's initial public offering of Common Stock on March 27, 2013, each share of Preferred Stock
- (1) 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) The Reporting Person is the Co-Trustee.
 - (3) The Reporting Person is a managing member of Glasgow Investments, LLC and possesses the power to direct the voting and disposition of the shares held by Glasgow Investments, LLC and as such may be deemed to beneficially own the shares held by Glasgow Investments, LLC.
 - (4) None.

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.