

Marcus & Millichap, Inc.  
 Form 4  
 November 07, 2013

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

OMB APPROVAL

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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 \*  
**MILLICHAP WILLIAM A**

(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)  
 11/05/2013

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  | Price  |   |
| Common Stock                    | 11/05/2013                           |  | J <sup>(1)</sup>               |   | 527,735   | \$ 11.16   | A   |
| Common Stock                    | 11/05/2013                           |  | S <sup>(2)</sup>               |   | 527,735   | \$ 11.16   | D   |
| Common Stock                    | 11/05/2013                           |  | A                              |   | 5,000   | \$ 0   | A   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Pr Deri Secu (Inst |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable      | Expiration Date | Title        | Amount or Number of Shares |
| Deferred Stock Units                       | (3)  | 11/05/2013                           |  | A                              | 83,334  | (4)  | (4)   |                       |                 | Common Stock | 83,334                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MILLICHAP WILLIAM A<br>C/O MARCUS & MILLICHAP, INC.<br>23975 PARK SORRENTO, SUITE 400<br>CALABASAS, CA 91302 |               |           | X       |       |

## Signatures

/s/ Robert H. Kennis as Attorney-in-Fact for William A. Millichap 11/05/2013

\_\_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).
- (1) Represents shares acquired from Marcus & Millichap Company ("MMC") in exchange for approximately \$5.9 million of previously contracted indebtedness of MMC owed to the Reporting Person pursuant to debt-for-equity.
- (2) Represents sale of shares received in debt-for-equity exchange.
- (3) Each deferred stock unit represents a contingent right to receive one share of the Issuer common stock.
- (4) The deferred stock units vest immediately. The deferred stock units will be settled in the Issuer stock at a rate of 20% per year beginning one year from the date of the grant.

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.