

Marcus & Millichap, Inc.  
Form S-8  
March 16, 2017

As filed with the Securities and Exchange Commission on March 16, 2017

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Marcus & Millichap, Inc.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**23975 Park Sorrento, Suite 400**

**35-2478370**  
**(I.R.S. Employer**

**Identification No.)**

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**Calabasas, California 91302**

**(Address of Principal Executive Offices)**

**Marcus & Millichap, Inc.**

**2013 Omnibus Equity Incentive Plan**

**(Full Title of the Plan)**

**Martin E. Louie**

**Chief Financial Officer**

**Marcus & Millichap, Inc.**

**23975 Park Sorrento, Suite 400**

**Calabasas, California 91302**

**(818) 212-2250**

**(Name, Address and Telephone Number, Including Area Code, of Agent For Service)**

*Copy to:*

**Brett Cooper**

**Orrick, Herrington & Sutcliffe LLP**

**405 Howard Street**

**San Francisco, California 94105**

**(415) 773-5700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed</b>		<b>Amount of Registration Fee</b>
		<b>Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	
Common Stock, par value \$0.0001 per share	3,300,000(2)	\$26.77(3)	\$88,341,000	\$10,238.72

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the **Securities Act**), this Registration Statement on Form S-8 (the **Registration Statement**) shall also cover any additional shares of common stock ( **Common Stock** ) of Marcus & Millichap, Inc. (the **Registrant** ) that become issuable under the Registrant's 2013 Omnibus Equity Incentive Plan (the **2013 Plan** ) by reason of any stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents 3,300,000 additional shares of Common Stock reserved for future issuance under the evergreen provision of the 2013 Plan.
- (3) Estimated in accordance with Rule 457(h) solely for purposes of calculating the registration fee on the basis of \$26.77, the average of the high and low prices of Common Stock as reported on the New York Stock Exchange on March 10, 2017.

**PART I**

**INFORMATION REQUIRED IN THE PROSPECTUS**

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional 3,300,000 shares of Common Stock to be issued pursuant to the 2013 Plan, which are the same class as those securities previously registered on an effective Form S-8 filed with the Securities and Exchange Commission on November 22, 2013 (File No. 333-192506) (the **2013 Registration Statement** ), and the contents of the 2013 Registration Statement, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Exhibits**

See Index to Exhibits at the end of this Registration Statement, which are incorporated by reference into this Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calabasas, State of California on March 16, 2017.

**MARCUS & MILLICHAP, INC.**

By: /s/ Martin E. Louie  
 Martin E. Louie  
 Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Hessam Nadji and Martin E. Louie, as his or her true and lawful agent, proxy and attorney-in-fact, each acting alone with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming that all such agents, proxies and attorneys-in-fact, any of them or any of his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Hessam Nadji <b>Hessam Nadji</b>	Director, President and Chief Executive Officer (Principal Executive Officer)	March 16, 2017
/s/ Martin E. Louie <b>Martin E. Louie</b>	Chief Financial Officer (Principal Financial Officer)	March 16, 2017
/s/ Kurt H. Schwarz <b>Kurt H. Schwarz</b>	Vice President of Finance and Chief Accounting Officer (Principal Accounting Officer)	March 16, 2017
/s/ George M. Marcus <b>George M. Marcus</b>	Director	March 16, 2017
/s/ William A. Millichap <b>William A. Millichap</b>	Director	March 16, 2017
/s/ Norma J. Lawrence <b>Norma J. Lawrence</b>	Director	March 16, 2017

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/s/ Nicholas F. McClanahan  
**Nicholas F. McClanahan**

Director

March 16, 2017

/s/ George T. Shaheen  
**George T. Shaheen**

Director

March 16, 2017

/s/ Don C. Watters  
**Don C. Watters**

Director

March 16, 2017

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature pages of the Registration Statement).