MARIN SOFTWARE INC

Form 4

January 22, 2014

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

See Instruction

1(b).

may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Chang Joseph

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MARIN SOFTWARE INC [MRIN]

(Check all applicable)

(Last)

(City)

(Middle) (First)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/17/2014

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

Chief Technical Officer

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

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94105

()	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of			
(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)				Securities	Ownership	Indirect			
	any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial			
	(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership			
						Following	or Indirect	(Instr. 4)			
			(A)			Reported	(I)				
						Transaction(s)	(Instr. 4)				
		Code V	Amount		Price	(Instr. 3 and 4)					
01/17/2014		S <u>(1)</u>	2,900 (2)	D	\$ 10.0459	281,101	D (4)				
	(Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and (Instr. 8) (A) or Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price \$ 2,900 D 10.0459	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8) Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price S(1) 2,900 S 281,101	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) Beneficially Form: Owned Direct (D) Following or Indirect Reported (Instr. 4) (Instr. 4) Code V Amount (D) Price Securities Code Code			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate Year)	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chang Joseph C/O MARIN SOFTWARE INCORPORATED 123 MISSION STREET, 25TH FLOOR SAN FRANCISCO, CA 94105

Chief Technical Officer

Signatures

/s/ Joseph Chang by Stephen Chen, Attorney-in-Fact

01/22/2014

**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) The transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 5, 2013.
- (2) Represents the aggregate of sales effected on the same day at different prices.
 - Represents the weighted average sales price per share. The shares were sold at prices ranging from \$9.97 to \$10.12 per share. Full
- (3) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) Shares held by Joseph Chang and Rachel Chang, husband and wife, as community property.

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.

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