

MARLIN BUSINESS SERVICES CORP  
 Form 4  
 February 18, 2015

**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 \*  
 SULLIVAN MATTHEW J

2. Issuer Name and Ticker or Trading Symbol  
 MARLIN BUSINESS SERVICES CORP [MRLN]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O MARLIN BUSINESS SERVICES CORP., 300 FELLOWSHIP ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 12/22/2014

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

(Street)  
 MOUNT LAUREL, NJ 08054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common stock                    |                                      |  |                                | (A) Amount Price  | 19,844 <sup>(1)</sup>   | D  |  |
| Common stock                    | 12/22/2014                           |  | S                              | 1,705,317 <sub>(2)</sub> D \$ 20                                  | 439,465 <sub>(3)</sub>  | I  | See footnote <sub>(4)</sub>                |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common Stock            | \$ 7.17  |                                      |  |                                |   | 10/28/2010 <sup>(5)</sup> 10/28/2016                     | Common Stock  | 2,041                         |
| Option to Purchase Common Stock            | \$ 7.66  |                                      |  |                                |   | 06/02/2009 <sup>(5)</sup> 06/02/2015                     | Common Stock  | 3,704                         |
| Option to Purchase Common Stock            | \$ 7.61  |                                      |  |                                |   | 04/17/2012 <sup>(6)</sup> 04/17/2015                     | Common Stock  | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SULLIVAN MATTHEW J<br>C/O MARLIN BUSINESS SERVICES CORP.<br>300 FELLOWSHIP ROAD<br>MOUNT LAUREL, NJ 08054 | X             |           |         |       |

## Signatures

/s/ Edward R. Dietz  
Attorney-in-Fact

02/18/2015

\*\*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) Includes 19,844 restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.

(2) Represents shares transferred in a private sale.

The 439,465 reported shares were received in a pro rata distribution on January 14, 2015 of the 604,617 shares remaining after the private sale reported in Note (2) by WCI (Private Equity) LLC, whose sole manager is Peachtree Equity Investment Management, Inc. (the "Manager"). The reporting person is one of the directors of the Manager and could be deemed to be an indirect holder of such shares.

The 439,465 reported shares are owned by WCI Peachtree Carried Interest Partner, L.P., whose general partner is Peachtree Equity Management, LLC (the "General Partner"). The reporting person is the Managing Director of the General Partner and could be deemed to be an indirect holder of the reported shares. The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner or these shares for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

(5) Grant of options made pursuant to the Company's Director compensation plan. Date listed is the date of full vesting (which is one year from the date of grant). The options cliff vest on the first anniversary of the grant date.

(6) Grant of options made pursuant to the Company's Director compensation plan. Date listed is the date of full vesting. Each grant vests 25% per year beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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