

MARIN SOFTWARE INC
 Form 3
 May 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Nandal Parveen
 (Last) (First) (Middle)

C/O MARIN SOFTWARE INCORPORATED,Â 123 MISSION STREET, 25TH FLOOR
 (Street)

SAN FRANCISCO,Â CAÂ 94105
 (City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
 05/16/2015

3. Issuer Name and Ticker or Trading Symbol
 MARIN SOFTWARE INC [MRIN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 VP Fin, Interim Prin Finan Off

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 07/07/2023 | Common Stock | 20,000 | \$ 11.57 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 05/11/2024 | Common Stock | 5,500 | \$ 9.74 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 09/07/2024 | Common Stock | 20,000 | \$ 8.61 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 7,000 | \$ 0 (4) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 6,000 | \$ 0 (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nandal Parveen C/O MARIN SOFTWARE INCORPORATED 123 MISSION STREET, 25TH FLOOR SAN FRANCISCO, CA 94105 | Â | Â | Â VP Fin,InterimPrinFinanOff | Â |

Signatures

/s/ Parveen Nandal by Stephen Kim,
Attorney-in-Fact

05/18/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the shares subject to the grant vest and become exercisable on the one-year anniversary of the grant date, then 2.0833% of the shares subject to the grant vest and become exercisable each month thereafter, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
 - (2) 2.0833% of the shares subject to the grant vested and became exercisable on August 22, 2014 and thereafter vest as to 2.0833% of the total number of shares in equal monthly installments until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
 - (3) The restricted stock units ("RSUs") vest every six (6) months as to 12.5% of the total RSUs in equal installments, with the first 12.5% vesting on June 8, 2015, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
 - (4) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
 - (5) 25% of the RSUs vest annually on the anniversary of the grant date, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

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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