

MARIN SOFTWARE INC  
Form S-8  
February 28, 2014

As filed with the Securities and Exchange Commission on February 28, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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

**MARIN SOFTWARE INCORPORATED**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**Marin Software Incorporated**

**123 Mission Street, 25<sup>th</sup> Floor**

**20-4647180**  
**(I.R.S. Employer**  
**Identification No.)**

**San Francisco, California 94105**

**(415) 399-2580**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**2013 Equity Incentive Plan**

**2013 Employee Stock Purchase Plan**

**(Full title of the plans)**

**Christopher A. Lien**

**Founder, Chief Executive Officer and Director**

**Marin Software Incorporated**

**123 Mission Street, 25<sup>th</sup> Floor**

**San Francisco, California 94105**

**(415) 399-2580**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Please send copies of all communications to:*

**Jeffrey R. Vetter, Esq.**

**Rashmi Garde, Esq.**

**Michael A. Brown, Esq.**

**Marin Software Incorporated**

**Fenwick & West LLP**

**123 Mission Street, 25<sup>th</sup> Floor**

**801 California Street**

**San Francisco, California 94105**

**Mountain View, California 94041**

**(415) 399-2580**

**(650) 988-8500**

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 definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

### CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share - Reserved for future issuance under the 2013 Equity Incentive Plan	1,647,645(2)	\$11.51(3)	\$18,964,394	\$2,443
- Reserved for future issuance under the 2013 Employee Stock Purchase Plan	329,529(4)	\$9.78(5)	\$3,222,794	\$416
<b>TOTAL</b>	<b>1,977,174</b>	<b>N/A</b>	<b>\$22,187,188</b>	<b>\$2,859</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.
- (2) Represents additional shares of the Registrant's common stock reserved for issuance under the Registrant's 2013 Equity Incentive Plan resulting from the automatic annual 5% increase in the number of authorized shares reserved and available for issuance under the 2013 Equity Incentive Plan on January 1 of each of the first ten years following the Registrant's initial public offering.
- (3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on February 24, 2014.
- (4) Represents additional shares of the Registrant's common stock reserved for issuance under the Registrant's 2013 Employee Stock Purchase Plan (the *ESPP*) resulting from the automatic annual 1% increase in the number of authorized shares reserved and available for issuance under the ESPP on January 1 of each of the first ten years following the Registrant's initial public offering.
- (5) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculation the registration fee, on the basis of the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on February 24, 2014. Under the ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant's common stock on the offering date (i.e., the first business day of the offering period of up to 27 months) or the purchase date (i.e., the last business day of a six-month purchase period), whichever is less.

**REGISTRATION OF ADDITIONAL SHARES**

**PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Marin Software Incorporated (the **Registrant** ) is filing this Registration Statement with the Securities and Exchange Commission (the **Commission** ) to register:

- (i) 1,647,645 additional shares of common stock under the Registrant's 2013 Equity Incentive Plan, pursuant to the provisions of the 2013 Equity Incentive Plan providing for an automatic increase in the number of shares reserved and available for issuance under the 2013 Equity Incentive Plan on January 1, 2014; and
- (ii) 329,529 additional shares of common stock under the Registrant's 2013 Employee Stock Purchase Plan, pursuant to the provisions of the Registrant's 2013 Employee Stock Purchase Plan providing for an automatic increase in the number of shares reserved and available for issuance under the 2013 Employee Stock Purchase Plan on January 1, 2014.

This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on March 22, 2013 (Registration No. 333-187459). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II****Information Required in the Registration Statement****Item 8. Exhibits.**

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	File No.	Exhibit Date	
4.1	Restated Certificate of Incorporation of the Registrant.	10-Q	001-35838	3.1 5/9/2013	
4.2	Restated Bylaws of the Registrant.	10-Q	001-35838	3.2 5/9/2013	
4.3	Form of Common Stock Certificate.	S-1	333-186669	4.1 3/15/2013	
5.1	Opinion of Fenwick & West LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney (included on the signature page of this Registration Statement).				X
99.1	2013 Equity Incentive Plan and forms of stock option agreement, stock option exercise agreement, restricted stock agreement and restricted stock unit agreement.	S-1	333-186669	10.3 3/4/2013	
99.2	2013 Employee Stock Purchase Plan and form of subscription agreement.	S-1	333-186669	10.4 3/4/2013	

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 San Francisco, State of California, on this 28<sup>th</sup> day of February, 2014.

**MARIN SOFTWARE INCORPORATED**

By: /s/ Christopher A. Lien  
Christopher A. Lien  
Founder, Chief Executive Officer and  
Director

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Christopher A. Lien and John A. Kaelle, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Christopher A. Lien	Founder, Chief Executive Officer and	February 28,
Christopher Lien	Director	2014
	(Principal Executive Officer)	
/s/ John A. Kaelle	Chief Financial Officer	February 28,
John Kaelle	(Principal Financial Officer)	2014
/s/ Paul R. Auvil III	Director	February 28,
Paul R. Auvil III		2014
/s/ James Barrese	Director	February 28,
James Barrese		2014

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/s/ L. Gordon Crovitz	Director	February 28, 2014
L. Gordon Crovitz		
/s/ Bruce W. Dunlevie	Director	February 28, 2014
Bruce W. Dunlevie		
/s/ Donald P. Hutchison	Director	February 28, 2014
Donald P. Hutchison		
/s/ Allan Leinwand	Director	February 28, 2014
Allan Leinwand		

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**EXHIBIT INDEX**

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