

MARIN SOFTWARE INC
 Form 3
 March 26, 2013

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 *
 ^ TEMASEK HOLDINGS (PRIVATE) LTD

(Last) (First) (Middle)

60B ORCHARD ROAD #06-18
 TOWER 2, ^ THE ATRIUM @
 ORCHARD

(Street)

SINGAPORE, ^ U0 ^ 238891

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/21/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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)	
Series F Preferred Stock	Â (1)	Â (1)	Common Stock	1,789,173	\$ (1)	I	Held by Sennett Investments (Mauritius) Pte Ltd (2)
Series F-1 Preferred Stock	Â (1)	Â (1)	Common Stock	739,032	\$ (1)	I	Held by Sennett Investments (Mauritius) Pte Ltd (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEMASEK HOLDINGS (PRIVATE) LTD 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM @ ORCHARD SINGAPORE,Â U0Â 238891	Â	Â X	Â	Â
Temasek Capital (Private) LTD 60B ORCHARD ROAD, #06-18, TOWER 2 THE ATRIUM@ORCHARD SINGAPORE,Â U0Â 238891	Â	Â X	Â	Â
Seletar Investments Pte Ltd 60B ORCHARD ROAD, #06-18, TOWER 2 THE ATRIUM@ORCHARD SINGAPORE,Â U0Â 238891	Â	Â X	Â	Â
Dunearn Investments (Mauritius) Pte Ltd C/O IMM, LES CASCADES BUILDING EDITH CAVELL STREET, PORT LOUIS MAURITIUS,Â O4Â NA	Â	Â X	Â	Â
SENNETT INVESTMENTS (MAURITIUS) PTE LTD C/O IMM, LES CASCADES BUILDING EDITH CAVELL STREET, PORT LOUIS MAURITIUS,Â O4Â 0000	Â	Â X	Â	Â

Signatures

/s/ Chua Eu Jin in his capacity as Authorised Signatory of Temasek Holdings (Private) Limited	03/26/2013
**Signature of Reporting Person	Date
/s/ Chia Yue Joo in her capacity as Director of Temasek Capital (Private) Limited	03/26/2013
**Signature of Reporting Person	Date
/s/ Git Oi Chee (Michelle) in her capacity as Director of Seletar Investments Pte Ltd	03/26/2013
**Signature of Reporting Person	Date

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/s/ Poy Weng Chuen in his capacity as Director of Dunearn Investments (Mauritius) Pte Ltd 03/26/2013

**Signature of Reporting Person Date

/s/ Ang Peng Huat in his capacity as Authorised Signatory of Sennett Investments (Mauritius) Pte Ltd 03/26/2013

**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) Each share of Preferred Stock will automatically convert into one (1) share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock for no additional consideration, and has no expiration date.

(2) Sennett Investments (Mauritius) Pte Ltd is a wholly owned subsidiary of Dunearn Investments (Mauritius) Pte Ltd, which is wholly owned by Seletar Investments Pte Ltd, a wholly owned subsidiary of Temasek Capital (Private) Limited, which is wholly owned by Temasek Holdings (Private) Ltd.

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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