

Chung Young J.
Form 4
March 27, 2013

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 *
DAG Ventures Management IV, LLC

(Last) (First) (Middle)

251 LYTTON AVENUE, SUITE 200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 03/27/2013 | | C | | 206,164 ⁽¹⁾ | A | <u>(1)</u> 206,164 | I Held by DAG Ventures IV, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | | C | | 69,072 ⁽¹⁾ | A | <u>(1)</u> 275,236 | I Held by DAG Ventures IV, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | | C | | 16,918 ⁽¹⁾ | A | <u>(1)</u> 292,154 | I Held by DAG |

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| | | | | | | | | |
|--------------|------------|---|--------------------------|---|------------|-----------|---|--|
| Common Stock | 03/27/2013 | C | 19,433 ⁽¹⁾ | A | <u>(1)</u> | 311,587 | I | Ventures IV, L.P. ⁽²⁾ Held by DAG Ventures IV, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | C | 17,371 | A | <u>(1)</u> | 328,958 | I | Held by DAG Ventures IV, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | C | 359,492 ⁽¹⁾ | A | <u>(1)</u> | 359,492 | I | Held by DAG Ventures IV-A, LLC ⁽²⁾ |
| Common Stock | 03/27/2013 | C | 1,950,791 ⁽¹⁾ | A | <u>(1)</u> | 1,950,791 | I | Held by DAG Ventures IV-QP, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | C | 653,588 ⁽¹⁾ | A | <u>(1)</u> | 2,604,379 | I | Held by DAG Ventures IV-QP, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | C | 160,086 ⁽¹⁾ | A | <u>(1)</u> | 2,764,465 | I | Held by DAG Ventures IV-QP, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | C | 183,882 ⁽¹⁾ | A | <u>(1)</u> | 2,948,347 | I | Held by DAG Ventures IV-QP, L.P. ⁽²⁾ |
| Common Stock | 03/27/2013 | C | 164,372 ⁽¹⁾ | A | <u>(1)</u> | 3,112,719 | I | Held by DAG Ventures IV-QP, L.P. ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not

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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)

| 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series C Preferred Stock | (1) | 03/27/2013 | | C | | 206,164 | (1) | (3) | Common Stock | 206,164 |
| Series D Preferred Stock | (1) | 03/27/2013 | | C | | 69,072 | (1) | (3) | Common Stock | 69,072 |
| Series E Preferred Stock | (1) | 03/27/2013 | | C | | 16,918 | (1) | (3) | Common Stock | 16,918 |
| Series F Preferred Stock | (1) | 03/27/2013 | | C | | 19,433 | (1) | (3) | Common Stock | 19,433 |
| Series F-1 Preferred Stock | (1) | 03/27/2013 | | C | | 17,371 | (1) | (3) | Common Stock | 17,371 |
| Series C Preferred Stock | (1) | 03/27/2013 | | C | | 359,492 | (1) | (3) | Common Stock | 359,492 |
| Series C Preferred Stock | (1) | 03/27/2013 | | C | | 1,950,791 | (1) | (3) | Common Stock | 1,950,791 |

| | | | | | | | | |
|----------------------------|------------|------------|---|---------|------------|------------|--------------|---------|
| Series D Preferred Stock | <u>(1)</u> | 03/27/2013 | C | 653,588 | <u>(1)</u> | <u>(3)</u> | Common Stock | 653,588 |
| Series E Preferred Stock | <u>(1)</u> | 03/27/2013 | C | 160,086 | <u>(1)</u> | <u>(3)</u> | Common Stock | 160,086 |
| Series F Preferred Stock | <u>(1)</u> | 03/27/2013 | C | 183,882 | <u>(1)</u> | <u>(3)</u> | Common Stock | 183,882 |
| Series F-1 Preferred Stock | <u>(1)</u> | 03/27/2013 | C | 164,372 | <u>(1)</u> | <u>(3)</u> | Common Stock | 164,372 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAG Ventures Management IV, LLC 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| DAG Ventures IV, L.P. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| DAG Ventures IV-QP, L.P. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| DAG Ventures IV-A, LLC 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Cadeddu John J. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Chung Young J. 251 LYTTON AVENUE, SUITE 200 | | X | | |

PALO ALTO, CA 94301

Goodrich R. Thomas
251 LYTTON AVENUE, SUITE 200 X
PALO ALTO, CA 94301

Pianim Nicholas K.
251 LYTTON AVENUE, SUITE 200 X
PALO ALTO, CA 94301

Williams Greg
251 LYTTON AVENUE, SUITE 200 X
PALO ALTO, CA 94301

Signatures

/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC, the General Partner of DAG Ventures IV, L.P. 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC, the General Partner of DAG Ventures IV-QP, L.P. 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC, the Manager of DAG Ventures IV-A, LLC 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for John J. Cadeddu 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for Young J. Chung 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for Nicholas K. Pianim 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for Greg Williams 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC 03/27/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich 03/27/2013

__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).

In connection with the closing of the Issuer's initial public offering of Common Stock on March 27, 2013, each share of Preferred Stock (1) automatically converted into one (1) share of the Issuer's Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.

(2) DAG Ventures Management IV, LLC ("DAG IV LLC") serves as the General Partner of DAG Ventures IV, L.P. ("DAG IV") and DAG Ventures IV-QP, L.P. ("DAG IV-QP"), and serves as the Manager of DAG Ventures IV-A, LLC ("DAG IV-A"), and possesses power to direct the voting and disposition of the securities held by such entities. DAG IV LLC disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. John J. Cadeddu, R. Thomas Goodrich, Young J. Chung, Nicholas K. Pianim and

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Greg Williams are Managing Directors of DAG IV LLC. As such, each of such individuals possesses power to direct the voting and disposition of the shares held of record by DAG IV, DAG IV-A and DAG IV-QP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities.

(3) None.

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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