

MARIN SOFTWARE INC  
Form 8-A12B  
June 19, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Marin Software Incorporated**

**(Exact name of Registrant as specified in its charter)**

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

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

**123 Mission Street, 27th Floor**  
**San Francisco, California**  
**(Address of principal executive offices)**

**94105**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, \$0.001 par value per share</b>	<b>The Nasdaq Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates: 333-186669**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

## EXPLANATORY NOTE

This Registration Statement on Form 8-A is being filed by Marin Software Incorporated, a Delaware corporation (the *Registrant*), in connection with the transfer of the listing of its Common Stock, par value \$0.001 per share ( *Common Stock* ) from the New York Stock Exchange to The Nasdaq Global Market of The Nasdaq Stock Market LLC.

### **Item 1. Description of Registrant's Securities to be Registered.**

The Registrant hereby incorporates by reference the description of its Common Stock to be registered hereunder contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-186669), as originally filed with the Securities and Exchange Commission (the *Commission*) on February 13, 2013, as subsequently amended (the *Registration Statement*), and in the prospectus included in the Registration Statement filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

### **Item 2. Exhibits.**

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 19, 2018

**MARIN SOFTWARE INCORPORATED**

By: /s/ Bradley W. Kinnish  
Bradley W. Kinnish  
Chief Financial Officer