

KAGLE ROBERT  
Form 3  
March 21, 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 \*

Â Benchmark Capital Management Co. VI, L.L.C.

(Last) (First) (Middle)

2480 SAND HILL ROAD,  
SUITE 200,Â

(Street)

MENLO PARK,Â CAÂ 94025

(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 Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	2,267,533	\$ 0 (1)	I	See footnote (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	718,984	\$ 0 (1)	I	See footnote (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	361,331	\$ 0 (1)	I	See footnote (2)
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	182,946	\$ 0 (1)	I	See footnote (2)
Series F Preferred Stock	Â (1)	Â (1)	Common Stock	121,989	\$ 0 (1)	I	See footnote (2)
Series F-1 Preferred Stock	Â (1)	Â (1)	Common Stock	221,709	\$ 0 (1)	I	See footnote (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benchmark Capital Management Co. VI, L.L.C. 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
BENCHMARK CAPITAL PARTNERS VI LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND VI LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
Benchmark Founders Fund VI-B, L.P. 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
HARVEY KEVIN 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
GURLEY J WILLIAM 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
KAGLE ROBERT 2480 SAND HILL ROAD	Â	Â X	Â	Â

SUITE 200  
 MENLO PARK, CA 94025

BALKANSKI ALEXANDRE  
 2480 SAND HILL ROAD,  
 SUITE 200  
 MENLO PARK, CA 94025

^ ^ X ^ ^

## Signatures

/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. VI, L.L.C.	03/21/2013
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Capital Partners VI, L.P.	03/21/2013
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Founders' Fund VI, L.P.	03/21/2013
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Founders' Fund VI-B, L.P.	03/21/2013
__Signature of Reporting Person	Date
s/ Steven M. Spurlock, by power of attorney for Alexandre Balkanski	03/21/2013
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for J. William Gurley	03/21/2013
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Robert Kagle	03/21/2013
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Kevin Harvey	03/21/2013
__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) Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related persons. Benchmark Capital Management Co. VI, L.L.C., the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over the reported shares of the Issuer's stock held by such funds.

^

### Remarks:

Alexandre^ Balkanski,^ Matthew^ R.^ Cohler,^ Bruce^ W.^ Dunlevie,^ Peter^ H.^ Fenton,^ J.^ William^ Gurley,^ K

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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