

Marcus & Millichap, Inc.  
Form 4  
November 01, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MARCUS GEORGE M

(Last) (First) (Middle)

C/O MARCUS & MILLICHAP, INC., 23975 PARK SORRENTO, SUITE 400

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Marcus & Millichap, Inc. [MMI]

3. Date of Earliest Transaction (Month/Day/Year)  
10/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4)
Common Stock	10/30/2013		J <sup>(1)</sup>	28,390,633 A	\$ 0 28,390,733	I	By Corp
Common Stock	10/31/2013		J <sup>(2)</sup>	25,941,988 D	\$ 0 2,448,745	I	By Corp
Common Stock	10/31/2013		J <sup>(3)</sup>	25,520,155 A	\$ 0 25,520,155	D	
Common Stock	10/31/2013		J <sup>(4)</sup>	25,520,155 D	\$ 0 0	D	
Common Stock	10/31/2013		J <sup>(5)</sup>	25,941,988 A	\$ 0 25,941,988	I	By LLC <sup>(6)</sup>

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: MARCUS GEORGE M, C/O MARCUS & MILLICHAP, INC., 23975 PARK SORRENTO, SUITE 400, CALABASAS, CA 91302. Relationships: Director (X), 10% Owner (X).

Signatures

/s/ George M. Marcus 11/01/2013
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).
(1) Marcus & Millichap Company (MMC) (which the Reporting Person controls) contributed shares of Marcus & Millichap Real Estate Investment Services to the Issuer and received Issuer Common Stock in return.
(2) MMC distributed shares of Issuer Common Stock to its shareholders on a pro rata basis.
(3) Portion of pro rata distribution of Issuer Common Stock by MMC received by Reporting Person.
(4) Reporting Person's contribution of Issuer Common Stock to Phoenix Investments Holdings LLC (Phoenix).

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- (5) Contributions of Issuer Common Stock to Phoenix by the Reporting Person and others.

The Reporting Person is the sole member and manager of Ionian Investments Manager LLC, which is the non-member manager of Phoenix, and beneficially owns 98.4% of its membership interests. The Reporting Person has voting and investment power with respect to the shares held by Phoenix. The Reporting Person disclaims beneficial ownership of shares held by Phoenix except to the extent of his pecuniary interest therein.

(6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.