Edgar Filing: MARIN SOFTWARE INC - Form 5

MARIN SOFTWARE INC

Form 5

Common

Common

Stock

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February 17, 2015

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Lien Christopher A. Symbol MARIN SOFTWARE INC [MRIN] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 12/31/2014 below) below) C/O MARIN SOFTWARE **Executive Chairman** INCORPORATED, Â 123 MISSION STREET, 25TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SAN FRANCISCO, Â CAÂ 94105 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or 4) Amount (D) Price Common Â 01/15/2014 G \$0 Ι 844 A 844 By spouse Stock

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Held by

Christopher A. Lien and Rebecca S.

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									Lien, Co-Trustees the Lien Revocable Trust dated 7/8/2003 (1)
Common Stock	Â	Â	Â	Â	Â	Â	135,000	I	Held by the Christopher A. Lien 2013 Annuity Trust dated 2/4/13 (2)
Common Stock	Â	Â	Â	Â	Â	Â	135,000	I	Held by the Rebecca S. Lien 2013 Annuity Trust dated 2/4/13 (3)
	port on a separate line eficially owned direct		contained	in this fo	orm a	re not	ollection of ir	espond unles	SEC 2270 SS (9-02)

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

the form displays a currently valid OMB control number.

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities	rities		(Instr. 3 and 4)		
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date Exercisable	Expiration Date	Title N	Number	
									of	
					(A) (D)				Shares	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Lien Christopher A.	ÂX	Â	Executive	Â			
C/O MARIN SOFTWARE INCORPORATED			Chairman				
123 MISSION STREET 25TH FLOOR							

Reporting Owners 2

SAN FRANCISCO, CAÂ 94105

Signatures

/s/ Christopher A. Lien 02/17/2015

**Signature of Date
Reporting Person

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) The Reporting Person and his spouse serve as co-trustees of the trust.
- (2) The Reporting Person serves as the trustee of the trust.
- (3) The Reporting Person's spouse serves as the trustee of the trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Signatures 3