

Hutchison Donald P.  
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 \*

^ Hutchison Donald P.

(Last) (First) (Middle)

C/O MARIN SOFTWARE  
INCORPORATED, ^ 123  
MISSION STREET, 25TH  
FLOOR

(Street)

SAN  
FRANCISCO, ^ CA ^ 94105

(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  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  
 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)

Common Stock

100,181

I

Held by the Hutchison Family Trust <sup>(1)</sup>

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

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	134,049	\$ 0 (2)	I	Held by the Hutchison Family Trust (1)
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	44,683	\$ 0 (2)	I	held by Glasgow Investments, LLC (3)
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	13,550	\$ 0 (2)	I	Held by the Hutchison Family Trust (1)
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	4,517	\$ 0 (2)	I	Held by Glasgow Investments, LLC (3)
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	6,307	\$ 0 (2)	I	Held by the Hutchison Family Trust (1)
Series F Preferred Stock	Â (2)	Â (2)	Common Stock	5,000	\$ 0 (2)	I	Held by the Hutchison Family Trust (1)
Director Stock Option (right to buy)	Â (4)	09/13/2022	Common Stock	20,000	\$ 7.55	D	Â
Director Stock Option (right to buy)	Â (4)	01/30/2023	Common Stock	30,700	\$ 12.15	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutchison Donald P. C/O MARIN SOFTWARE INCORPORATED 123 MISSION STREET, 25TH FLOOR SAN FRANCISCO, CA 94105	Â X	Â	Â	Â

## Signatures

/s/ Donald P. Hutchison by Stephen Chen,  
Attorney-in-Fact

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) The Reporting Person is the Co-Trustee.

(2) 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.

The Reporting Person is a managing member of Glasgow Investments, LLC and possesses the power to direct the voting and disposition  
(3) of the shares held by Glasgow Investments, LLC and as such may be deemed to beneficially own the shares held by Glasgow Investments, LLC.

(4) The stock option grant is immediately exercisable in full.

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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