

Marcus & Millichap, Inc.  
Form 8-K  
March 17, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 12, 2015**

**MARCUS & MILLICHAP, INC.**

**(Exact name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-36155**  
**(Commission**

**File Number)**  
**23975 Park Sorrento, Suite 400**

**35-2478370**  
**(I.R.S. Employer**

**Identification Number)**

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**Calabasas, California 91302**

**(Address of Principal Executive Offices including Zip Code)**

**(818) 212-2250**

**(Registrant's Telephone Number, including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On March 12, 2015, Marcus & Millichap, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Phoenix Investments Holdings LLC, The Marcus Family Foundation (together, the Selling Stockholders ), Citigroup Global Markets Inc., Barclays Capital Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters, relating to an underwritten public offering of up to 4,600,000 shares (the Shares ) of its common stock by the Selling Stockholders, including up to 600,000 shares that may be sold pursuant to an option granted to the underwriters. The Shares will be sold pursuant to an effective shelf registration statement on Form S-3, File No. 333-201924, which became effective on February 25, 2015. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the copy thereof, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

On March 12, 2015, the Company issued a press release announcing the pricing of the Shares. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information furnished on this Form 8-K relating to the Company s press release regarding the pricing of the Shares, including Exhibit 99.1 attached, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit Title or Description</b>
1.1	Underwriting Agreement, dated March 12, 2015, by and among Marcus & Millichap, Inc., Phoenix Investments Holdings LLC, The Marcus Family Foundation, and Citigroup Global Markets Inc., Barclays Capital Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters.
99.1	Press release issued by the Company entitled Marcus & Millichap, Inc. Prices Secondary Offering of 4.0 Million Shares.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MARCUS & MILLICHAP, INC.**

Date: March 17, 2015

By: /s/ Martin E. Louie  
Martin E. Louie

*Chief Financial Officer*

**EXHIBIT INDEX**

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