

MARIN SOFTWARE INC  
Form SC 13G  
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_\_\_\_)\*

Marin Software Incorporated  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

56804T106  
(CUSIP Number)

December 31, 2013  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Edgar Filing: MARIN SOFTWARE INC - Form SC 13G

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 19 Pages

Exhibit Index Contained on Page 16

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1 NAME OF REPORTING PERSON Benchmark Capital Partners VI, L.P. ("BCP VI")  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

SOLE VOTING POWER

3,198,393 shares, except that Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, may be deemed to have sole power to vote these shares, and Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"), the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

3,198,393 shares, except that BCMC VI, the general partner of BCP VI, may be deemed to have 7 sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

3,198,393

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

9.8%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 56804T106 13 G Page 3 of 19

1 NAME OF REPORTING PERSON      Benchmark Founders' Fund VI, L.P. ("BFF VI")  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)          (b)     x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
 SHARES

BENEFICIALLY    SOLE VOTING POWER

OWNED BY      5 200,032 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have  
 EACH            sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and  
 REPORTING      Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.  
 PERSON  
 WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 200,032 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have  
 sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and  
 Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these  
 shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

200,032

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.6%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B")  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
 SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH REPORTING PERSON WITH  
 5 131,280 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 131,280 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

131,280

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 56804T106 13 G Page 5 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. VI, L.L.C.  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

SOLE VOTING POWER

3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

3,874,492

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.9%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 56804T106 13 G Page 6 of 19

1 NAME OF REPORTING PERSON Matthew R. Cohler  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Cohler, a member of BCMC VI, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Cohler, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,874,492
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	11.9%
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12	TYPE OF REPORTING PERSON	IN
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CUSIP NO. 56804T106 13 G Page 7 of 19

1 NAME OF REPORTING PERSON Bruce W. Dunlevie  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 540,486 shares, of which 31,200 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2013.  SHARED VOTING POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Dunlevie, a member of BCMC VI, may be deemed to have shared power to vote these shares.  SOLE DISPOSITIVE POWER 740,486 shares, of which 31,200 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2013.  SHARED DISPOSITIVE POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Dunlevie, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.
--	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,914,978

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.0%

12 TYPE OF REPORTING PERSON IN



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1 NAME OF REPORTING PERSON Peter Fenton  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Fenton, a member of BCMC VI, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Fenton, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 3,874,492

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.9%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 56804T106 13 G Page 9 of 19

1 NAME OF REPORTING PERSON J. William Gurley  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Gurley, a member of BCMC VI, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Gurley, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,874,492
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	11.9%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 10 of 19

1 NAME OF REPORTING PERSON Kevin R. Harvey  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Harvey, a member of BCMC VI, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Harvey, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,874,492
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	11.9%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 11 of 19

1 NAME OF REPORTING PERSON Mitchell H. Lasky  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Lasky, a member of BCMC VI, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Lasky, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,874,492
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	11.9%
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12	TYPE OF REPORTING PERSON	IN
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1 NAME OF REPORTING PERSON Steven M. Spurlock  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2(a)  (b)  x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Spurlock, a member of BCMC VI, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Spurlock, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,874,492
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	11.9%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 13 of 19

ITEM  
1(A). NAME OF ISSUER

Marin Software Incorporated

ITEM  
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

123 Mission Street  
25<sup>th</sup> Floor  
San Francisco, California 94105

ITEM  
2(A). NAME OF PERSONS FILING

This Statement is filed by Benchmark Capital Partners VI, L.P., a Delaware limited partnership ("BCP VI"), Benchmark Founders' Fund VI, L.P., a Delaware limited partnership ("BFF VI"), Benchmark Founders' Fund VI-B, L.P., a Delaware limited partnership ("BFF VI-B"), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company ("BCMC VI"), and Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B. Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

ITEM  
2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital  
2965 Woodside Road  
Woodside, California 94062

ITEM  
2(C). CITIZENSHIP

BCP VI, BFF VI and BFF VI-B are Delaware limited partnerships. BCMC VI is a Delaware limited liability company. Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky and Spurlock are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock  
CUSIP # 56804T106

ITEM  
3. Not Applicable.

ITEM  
4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.



ITEM  
6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP VI, BFF VI and BFF VI-B, and the limited liability company agreement of BCMC VI, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM  
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM  
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM  
9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM  
10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2014

BENCHMARK CAPITAL  
PARTNERS VI, L.P., a  
Delaware Limited  
Partnership

BENCHMARK  
FOUNDERS' FUND VI,  
L.P., a Delaware Limited  
Partnership

BENCHMARK  
FOUNDERS' FUND VI-B,  
L.P., a Delaware Limited  
Partnership

BENCHMARK CAPITAL  
MANAGEMENT CO. VI,  
L.L.C., a Delaware  
Limited Liability Company

By: /s/ Steven M. Spurlock  
Steven M. Spurlock  
Managing Member

MATTHEW R. COHLER  
BRUCE W. DUNLEVIE  
PETER FENTON  
J. WILLIAM GURLEY  
KEVIN R. HARVEY  
MITCHELL H. LASKY  
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-in-Fact

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	17
Exhibit B: Power of Attorney	18

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Marin Software Incorporated shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 12, 2014

BENCHMARK CAPITAL  
PARTNERS VI, L.P., a  
Delaware Limited  
Partnership

BENCHMARK  
FOUNDERS' FUND VI,  
L.P., a Delaware Limited  
Partnership

BENCHMARK  
FOUNDERS' FUND VI-B,  
L.P., a Delaware Limited  
Partnership

BENCHMARK CAPITAL  
MANAGEMENT CO. VI,  
L.L.C., a Delaware  
Limited Liability Company

By: /s/ Steven M. Spurlock  
Steven M. Spurlock  
Managing Member

MATTHEW R. COHLER  
BRUCE W. DUNLEVIE  
PETER FENTON

J. WILLIAM GURLEY  
KEVIN R. HARVEY  
MITCHELL H. LASKY  
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-in-Fact

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exhibit B

Power of Attorney

Each of the undersigned entities and individuals (collectively, the “Reporting Persons”) hereby authorizes and designates Benchmark Capital Management Co. VI, L.L.C. or such other person or entity as is designated in writing by Steven M. Spurlock (the “Designated Filer”) as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13-F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the “Act”), and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the “Exchange Act”) (collectively, the “Reports”), with respect to each Reporting Person’s ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the “Companies”).

Each Reporting Person hereby further authorizes and designates Steven M. Spurlock (the “Authorized Signatory”) to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person’s ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person’s responsibilities to comply with the Act or the Exchange Act.

Date: February 12, 2014

BENCHMARK CAPITAL  
PARTNERS VI, L.P., a  
Delaware Limited  
Partnership

BENCHMARK  
FOUNDERS' FUND VI,  
L.P., a Delaware Limited  
Partnership

BENCHMARK  
FOUNDERS' FUND VI-B,  
L.P., a Delaware Limited  
Partnership

BENCHMARK CAPITAL  
MANAGEMENT CO. VI,  
L.L.C., a Delaware Limited  
Liability Company

By: /s/ Steven M. Spurlock  
Steven M. Spurlock  
Managing Member

By: /s/ Matthew R. Colher  
Matthew R. Cohler

By: /s/ Bruce W. Dunlevie  
Bruce W. Dunlevie

By: /s/ Peter Fenton  
Peter Fenton

By: /s/ J. William Gurley  
J. William Gurley



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By:/s/ Kevin R. Harvey  
Kevin R. Harvey

By:/s/ Mitchell H. Lasky  
Mitchell H. Lasky

By:/s/ Steven M. Spurlock  
Steven M. Spurlock