

Marcus & Millichap, Inc.
Form 4
November 08, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hughes William E.

(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)

11/05/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP Marcus & Millichap Capital

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
Common Stock	11/05/2016		M	35,067 (1)	55,585	D	
Common Stock	11/05/2016		F	15,045 (2)	\$ 23.99	40,540	D
Common Stock					169,057	I	By Trust (3)

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

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SEC 1474
(9-02)

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

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. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit	(1)	11/05/2016		M	35,067	(4)	(4)	Common Stock	35,067

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hughes William E.
C/O MARCUS & MILLICHAP, INC.
23975 PARK SORRENTO, SUITE 400
CALABASAS, CA 91302

SVP Marcus & Millichap Capital

Signatures

/s/ Robert H. Kennis, as attorney-in-fact for William E.
Hughes

11/08/2016

 **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) Each deferred stock unit represents a contingent right to receive one share of the Issuer common stock.
- (2) Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the above-reported settlement of DSUs. The amount of shares withheld is based on the closing sales prices on the date of settlement.
- (3) Voting and investment power over the shares held by The William E. Hughes, Jr. Revocable Trust Dated August 26, 2005 is exercised by Mr. William E. Hughes, Jr., its trustee.
- (4) The deferred stock units vest immediately. The deferred stock units will be settled in the Issuer stock at a rate of 20% per year beginning one year from the date of the grant.

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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