

Chung Young J.
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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â DAG Ventures Management IV, LLC			(Month/Day/Year)	MARIN SOFTWARE INC [MRIN]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
251 LYTTON AVENUE, SUITE 200				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
PALO ALTO,Â CAÂ 94301				6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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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 (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares			or Indirect (I) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	206,164	\$ (1)		I	Held by DAG Ventures IV, L.P. (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	69,072	\$ (1)		I	Held by DAG Ventures IV, L.P. (2)
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	16,918	\$ (1)		I	Held by DAG Ventures IV, L.P. (2)
Series F Preferred Stock	Â (1)	Â (1)	Common Stock	19,433	\$ (1)		I	Held by DAG Ventures IV, L.P. (2)
Series F-1 Preferred Stock	Â (1)	Â (1)	Common Stock	17,371	\$ (1)		I	Held by DAG Ventures IV, L.P. (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	359,492	\$ (1)		I	Held by DAG Ventures IV-A, LLC (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	1,950,791	\$ (1)		I	Held by DAG Ventures IV-QP, L.P. (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	653,588	\$ (1)		I	Held by DAG Ventures IV-QP, L.P. (2)
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	160,086	\$ (1)		I	Held by DAG Ventures IV-QP, L.P. (2)
Series F Preferred Stock	Â (1)	Â (1)	Common Stock	183,882	\$ (1)		I	Held by DAG Ventures IV-QP, L.P. (2)
Series F-1 Preferred Stock	Â (1)	Â (1)	Common Stock	164,372	\$ (1)		I	Held by DAG Ventures IV-QP, L.P. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAG Ventures Management IV, LLC 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301	Â	Â X	Â	Â

DAG Ventures IV, L.P.
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

DAG Ventures IV-QP, L.P.
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

Cadeddu John J.
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

Chung Young J.
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

Goodrich R. Thomas
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

Pianim Nicholas K.
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

Williams Greg
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

DAG Ventures IV-A, LLC
251 LYTTON AVENUE, SUITE 200 ^ ^ X ^ ^
PALO ALTO, CA 94301

Signatures

/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC, the
General Partner of DAG Ventures IV, L.P. 03/21/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC, the
General Partner of DAG Ventures IV-QP, L.P. 03/21/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC, the
Manager of DAG Ventures IV-A, LLC 03/21/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for John J. Cadeddu 03/21/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for Young J. Chung 03/21/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for Nicholas K. Pianim 03/21/2013

__Signature of Reporting Person Date

/s/ R. Thomas Goodrich, by power of attorney for Greg Williams 03/21/2013

__Signature of Reporting Person Date

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/s/ R. Thomas Goodrich as Managing Director of DAG Ventures Management IV, LLC

03/21/2013

____Signature of Reporting Person

Date

/s/ R. Thomas Goodrich

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) 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.

- DAG Ventures Management IV, LLC ("DAG IV LLC") serves as the General Partner of DAG Ventures IV, L.P. ("DAG IV") and DAG Ventures IV-QP, L.P. ("DAG IV-QP"), and serves as the Manager of DAG Ventures IV-A, LLC ("DAG IV-A"), and possesses power to direct the voting and disposition of the securities held by such entities. DAG IV LLC disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. Messrs. John J. Cadeddu, R. Thomas Goodrich, Young J. Chung, Nicholas K. Pianim and Greg Williams are Managing Directors of DAG IV LLC. As such, each of such individuals possesses power to direct the voting and disposition of the shares held of record by DAG IV, DAG IV-A and DAG IV-QP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securiti

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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