

Chung Young J.  
Form 3  
March 21, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â DAG Ventures Management IV, LLC			(Month/Day/Year)	MARIN SOFTWARE INC [MRIN]	
(Last)	(First)	(Middle)	03/21/2013		
251 LYTTON AVENUE, SUITE 200			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
PALO ALTO, CA 94301			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<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 (1) (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    Â    Â X    Â    Â  
 PALO ALTO,Â CAÂ 94301

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

Cadeddu John J.  
 251 LYTTON AVENUE, SUITE 200    Â    Â X    Â    Â  
 PALO ALTO,Â CAÂ 94301

Chung Young J.  
 251 LYTTON AVENUE, SUITE 200    Â    Â X    Â    Â  
 PALO ALTO,Â CAÂ 94301

Goodrich R. Thomas  
 251 LYTTON AVENUE, SUITE 200    Â    Â X    Â    Â  
 PALO ALTO,Â CAÂ 94301

Pianim Nicholas K.  
 251 LYTTON AVENUE, SUITE 200    Â    Â X    Â    Â  
 PALO ALTO,Â CAÂ 94301

Williams Greg  
 251 LYTTON AVENUE, SUITE 200    Â    Â X    Â    Â  
 PALO ALTO,Â CAÂ 94301

DAG Ventures IV-A, LLC  
 251 LYTTON AVENUE, SUITE 200    Â    Â X    Â    Â  
 PALO ALTO,Â CAÂ 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 security
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.