

MARIN SOFTWARE INC
Form SC 13G/A
February 16, 2016

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. 2)*

Marin Software Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

56804T106

(CUSIP Number)

December 31, 2015

(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)

*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)

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Exhibit Index Contained on Page 18

CUSIP NO. 56804T106 13 G Page 2 of 19

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)

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 5 Alexandre Balkanski ("Balkanski"), Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), 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.
	SHARED VOTING POWER 6 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 7 have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.
	SHARED DISPOSITIVE POWER 8 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	..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.6%
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)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

200,032 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, 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

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 Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, 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 ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.5%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 56804T106 13 G Page 4 of 19

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)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 131,280 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to 5 have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares. SHARED VOTING POWER 6 See response to row 5. SOLE DISPOSITIVE POWER 131,280 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to 7 have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER 8 See response to row 7.
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	131,280
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
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)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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 Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

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 Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, 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	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12 TYPE OF REPORTING PERSON	OO

CUSIP NO. 56804T106 13 G Page 6 of 19

1 NAME OF REPORTING PERSON Alexandre Balkanski
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER	
		0 shares	
		SHARED VOTING POWER	
NUMBER OF	6	3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned	
SHARES		by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for	
BENEFICIALLY		the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI,	
OWNED BY		BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared	
EACH		power to vote these shares.	
REPORTING	7	SOLE DISPOSITIVE POWER	
PERSON		0 shares	
WITH		SHARED DISPOSITIVE POWER	
	8	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 Balkanski, 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	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 7 of 19

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

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER	
		0 shares	
		SHARED VOTING POWER	
		3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned	
NUMBER OF	6	by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee form for	
SHARES		the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI,	
BENEFICIALLY		BFF VI and BFF VI-B, and Cohler, a member of BCMC VI, may be deemed to have shared	
OWNED BY		power to vote these shares.	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0 shares	
PERSON		SHARED DISPOSITIVE POWER	
WITH		3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly owned	
	8	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
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 8 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 590,486 shares, of which 31,200 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2015. 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 790,486 shares, of which 31,200 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2015. 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.
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,964,978
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.7%
12 TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 9 of 19

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

2
 (a) (b)

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	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 10 of 19

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

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER	
		0 shares	
		SHARED VOTING POWER	
NUMBER OF	6	3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly	
SHARES		owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee	
BENEFICIALLY		form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of	
OWNED BY EACH	7	BCP VI, BFF VI and BFF VI-B, and Gurley, a member of BCMC VI, may be deemed to have	
REPORTING		shared power to vote these shares.	
PERSON		SOLE DISPOSITIVE POWER	
WITH		0 shares	
		SHARED DISPOSITIVE POWER	
	8	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	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 11 of 19

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

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER
		0 shares
		SHARED VOTING POWER
NUMBER OF	6	3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly
SHARES		owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee
BENEFICIALLY		form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of
OWNED BY EACH	7	BCP VI, BFF VI and BFF VI-B, and Harvey, a member of BCMC VI, may be deemed to have
REPORTING		shared power to vote these shares.
PERSON		SOLE DISPOSITIVE POWER
WITH		0 shares
		SHARED DISPOSITIVE POWER
	8	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	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 12 of 19

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER	
		0 shares	
		SHARED VOTING POWER	
NUMBER OF	6	3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly	
SHARES		owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee	
BENEFICIALLY		form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of	
OWNED BY EACH	7	BCP VI, BFF VI and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have	
REPORTING		shared power to vote these shares.	
PERSON		SOLE DISPOSITIVE POWER	
WITH		0 shares	
		SHARED DISPOSITIVE POWER	
	8	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 Kagle, 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	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 13 of 19

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

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER	
		0 shares	
		SHARED VOTING POWER	
NUMBER OF	6	3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly	
SHARES		owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee	
BENEFICIALLY		form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of	
OWNED BY EACH	7	BCP VI, BFF VI and BFF VI-B, and Lasky, a member of BCMC VI, may be deemed to have	
REPORTING		shared power to vote these shares.	
PERSON		SOLE DISPOSITIVE POWER	
WITH		0 shares	
		SHARED DISPOSITIVE POWER	
	8	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
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 14 of 19

1 NAME OF REPORTING PERSON Steven M. Spurlock
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER	
		0 shares	
		SHARED VOTING POWER	
NUMBER OF	6	3,874,492 shares, of which 3,198,393 are directly owned by BCP VI, 200,032 are directly	
SHARES		owned by BFF VI, 131,280 are directly owned by BFF VI-B and 344,787 are held in nominee	
BENEFICIALLY		form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of	
OWNED BY EACH	7	BCP VI, BFF VI and BFF VI-B, and Spurlock, a member of BCMC VI, may be deemed to	
REPORTING		have shared power to vote these shares.	
PERSON		SOLE DISPOSITIVE POWER	
WITH		0 shares	
		SHARED DISPOSITIVE POWER	
	8	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	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.4%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 56804T106 13 G Page 15 of 19

This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously 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”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM
1(A). NAME OF ISSUER

Marin Software Incorporated

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

123 Mission Street
27th Floor
San Francisco, California 94105

ITEM
2(A). NAME OF PERSONS FILING

This Statement is filed by BCP VI, BFF VI, BFF VI-B, BCMC VI, Alexandre Balkanski (“Balkanski”), Cohler, Dunlevie, Fenton, Gurley, Harvey, Robert C. Kagle (“Kagle”), Lasky and 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. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, 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. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, 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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The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2015 (based on 37,082,459 shares of Common Stock of the issuer outstanding as of October 31, 2015 as reported by the issuer on Form 10-Q for the period ended September 30, 2015 and filed with the Securities and Exchange Commission on November 5, 2015).

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

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
8.

Not applicable.

ITEM NOTICE OF DISSOLUTION OF GROUP
9.

Not applicable.

ITEM CERTIFICATION
10.

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 10, 2016

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

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

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

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	19

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exhibit A

Agreement of Joint Filing

The Reporting Persons 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 Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.