

Chang Joseph  
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 Chang Joseph		(Month/Day/Year)	MARIN SOFTWARE INC [MRIN]	
(Last)	(First)	03/21/2013	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O MARIN SOFTWARE INCORPORATED,Â 123 MISSION STREET, 25TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	
			(give title below) (specify below)	
			Chief Technical Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
SAN FRANCISCO,Â CAÂ 94105				
(City)	(State)	(Zip)		

**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)
Common Stock	313,001	D <sup>(1)</sup>	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Chang Joseph - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(2)</u>	07/08/2017	Common Stock	100,000	\$ 0.14	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	02/09/2020	Common Stock	105,490	\$ 0.8246	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	01/27/2021	Common Stock	68,500	\$ 2.39	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	05/07/2022	Common Stock	64,355	\$ 7.05	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	01/30/2023	Common Stock	25,000	\$ 12.15	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang Joseph C/O MARIN SOFTWARE INCORPORATED 123 MISSION STREET, 25TH FLOOR SAN FRANCISCO, CA 94105	Â	Â	Â Chief Technical Officer	Â

## Signatures

/s/ Joseph Chang by Stephen Chen, Attorney-in-Fact 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) Shares held by Joseph Chang and Rachel Chang, husband and wife, as community property.
- (2) The stock option grant is immediately exercisable in full.

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.