

Kato Nancy
 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 *

Â Kato Nancy
 (Last) (First) (Middle)

C/O MARIN SOFTWARE
 INCORPORATED,Â 123
 MISSION STREET, 25TH
 FLOOR

(Street)

SAN FRANCISCO,Â CAÂ 94105

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 03/21/2013

3. Issuer Name and Ticker or Trading Symbol
 MARIN SOFTWARE INC [MRIN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief People Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

8,230

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Held by The Nancy Kato Living Trust ⁽¹⁾

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

3. Title and Amount of Securities Underlying

4. Conversion Ownership

5. Nature of Indirect Beneficial Ownership

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	(Month/Day/Year)		Derivative Security		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â (2)	09/13/2022	Common Stock	42,887	\$ 7.55	D	Â
Employee Stock Option (right to buy)	Â (2)	12/09/2022	Common Stock	45,770	\$ 12.15	D	Â
Employee Stock Option (right to buy)	Â (2)	03/06/2023	Common Stock	12,500	\$ 12.15	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kato Nancy
 C/O MARIN SOFTWARE INCORPORATED
 123 MISSION STREET, 25TH FLOOR
 SAN FRANCISCO, CA 94105

Â Â Â Chief People Officer Â

Signatures

/s/ Nancy Kato 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) The Reporting Person is the Trustee.

(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.