

MARIN SOFTWARE INC  
Form 8-A12B  
March 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Marin Software Incorporated**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**123 Mission Street, 25<sup>th</sup> Floor**

**San Francisco, California**

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

**20-4647180**

(I.R.S. Employer Identification No.)

**94105**

(Zip Code)

Title of each class

to be so registered

Name of each exchange on which

each class is to be registered

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**Common stock, par value \$0.001 per share**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-186669.

Securities to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of Class)

(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered.**

The description of common stock, par value \$0.001 per share, of Marin Software Incorporated (the *Registrant*) to be registered hereunder set forth under the caption "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-186669) as originally filed with the Securities and Exchange Commission on February 13, 2013, including any subsequent amendments thereto (the *Form S-1*), and in the prospectus to be filed by the Registrant pursuant to Rule 424(b) of the Securities Act of 1933, which prospectus will constitute a part of the Form S-1, is hereby incorporated by reference in response to this item.

**Item 2. Exhibits.**

In accordance with the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 15, 2013

**MARIN SOFTWARE INCORPORATED**

By: /s/ Christopher A. Lien  
Christopher A. Lien  
Chief Executive Officer