

MARIN SOFTWARE INC
 Form 4
 March 27, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
TEMASEK HOLDINGS (PRIVATE) LTD

(Last) (First) (Middle)

60B ORCHARD ROAD #06-18
 TOWER 2, THE ATRIUM @
 ORCHARD

(Street)

SINGAPORE, U0 238891

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/27/2013

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/27/2013 | | C | | 1,789,173 (1) | A | 1,789,173 | I | Held by Sennett Investments (Mauritius) Pte Ltd (2) |
| Common Stock | 03/27/2013 | | C | | 739,032 (1) | A | 2,528,205 | I | Held by Sennett Investments (Mauritius) Pte Ltd (2) |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series F Preferred Stock | (1) | 03/27/2013 | | C | 1,789,173 | (1) | (3) | Common Stock | 1,789,173 |
| Series F-1 Preferred Stock | (1) | 03/27/2013 | | C | 739,032 | (1) | (3) | Common Stock | 739,032 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TEMASEK HOLDINGS (PRIVATE) LTD 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM @ ORCHARD SINGAPORE, U0 238891 | | | X | |
| Temasek Capital (Private) LTD 60B ORCHARD ROAD, #06-18, TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891 | | | X | |
| Seletar Investments Pte Ltd 60B ORCHARD ROAD, #06-18, TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891 | | | X | |
| Dunearn Investments (Mauritius) Pte Ltd C/O IMM, LES CASCADES BUILDING | | | X | |

EDITH CAVELL STREET, PORT LOUIS
MAURITIUS, O4 NA

SENNETT INVESTMENTS (MAURITIUS) PTE LTD
C/O IMM, LES CASCADES BUILDING
EDITH CAVELL STREET, PORT LOUIS
MAURITIUS, O4 0000

X

Signatures

| | |
|--|---|
| <p>/s/ Chua Eu Jin in his capacity as Authorised Signatory of Temasek Holdings (Private) Limited</p> <p style="text-align: center;">__Signature of Reporting Person</p> | <p>03/27/2013</p> <p style="text-align: center;">Date</p> |
| <p>/s/ Chia Yue Joo in her capacity as Director of Temasek Capital (Private) Limited</p> <p style="text-align: center;">__Signature of Reporting Person</p> | <p>03/27/2013</p> <p style="text-align: center;">Date</p> |
| <p>/s/ Git Oi Chee (Michelle) in her capacity as Director of Seletar Investments Pte Ltd</p> <p style="text-align: center;">__Signature of Reporting Person</p> | <p>03/27/2013</p> <p style="text-align: center;">Date</p> |
| <p>/s/ Poy Weng Chuen in his capacity as Director of Dunearn Investments (Mauritius) Pte Ltd</p> <p style="text-align: center;">__Signature of Reporting Person</p> | <p>03/27/2013</p> <p style="text-align: center;">Date</p> |
| <p>/s/ Ang Peng Huat in his capacity as Authorised Signatory of Sennett Investments (Mauritius) Pte Ltd</p> <p style="text-align: center;">__Signature of Reporting Person</p> | <p>03/27/2013</p> <p style="text-align: center;">Date</p> |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- In connection with the closing of the Issuer's initial public offering of Common Stock on March 27, 2013, each share of Preferred Stock
- (1) automatically converted into one (1) share of the Issuer's Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.
 - (2) Sennett Investments (Mauritius) Pte Ltd is a wholly owned subsidiary of Dunearn Investments (Mauritius) Pte Ltd., which is wholly owned by Seletar Investments Pte Ltd, a wholly owned subsidiary of Temasek Capital (Private) Limited, which is wholly owned by Temasek Holdings (Private) Ltd.
 - (3) None.

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.