

MARIN SOFTWARE INC
Form 8-K
June 11, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 8, 2018

Marin Software Incorporated

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

123 Mission Street, 27th Floor

001-35838
(Commission

File Number)

20-4647180
(IRS Employer

Identification No.)

94105

San Francisco, California 94105
(Address of Principal Executive
Offices)

(Zip Code)

(415) 399-2580

Registrant's Telephone Number, Including Area Code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule; Transfer of Listing.

(d) Transfer of Listing

On June 8, 2018, Marin Software Incorporated (the **Company**), acting pursuant to authorization from its Board of Directors, provided written notice to the New York Stock Exchange (the **NYSE**) that the Company expects to voluntarily delist from the NYSE, effective at the close of trading on June 19, 2018, and intends to transfer its listing to the Nasdaq Global Market (**Nasdaq**) to commence trading on the next business day, June 20, 2018. The Company's common stock has been approved for listing on Nasdaq and will continue to trade under the stock symbol **MRIN**.

On June 8, 2018, the Company issued a press release to announce its decision to voluntarily delist from the NYSE and transfer its listing to Nasdaq. A copy of the press release is furnished as Exhibit 99.1 to this report.

Forward-Looking Statements

The foregoing disclosures constitute forward-looking statements, including the Company's decision to voluntarily delist from the NYSE, transfer its listing to Nasdaq and commence trading on June 20, 2018, within the meaning of Section 21E of the Exchange Act. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. You should refer to the section entitled **Risk Factors** set forth in the Company's annual and quarterly reports and other filings the Company makes with the Securities and Exchange Commission from time to time for a discussion of important factors that may cause actual results to differ materially from those expressed or implied by the Company's forward-looking statements. The forward-looking statements speak only as of the date of this Current Report on Form 8-K. The Company undertakes no obligation to publicly update any forward-looking statements or reasons why actual results might differ, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
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99.1	<u>Press release issued by Marin Software Incorporated, dated June 8, 2018.</u>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Marin Software Incorporated

Date: June 8, 2018

By: /s/ Bradley W. Kinnish
Bradley W. Kinnish
Chief Financial Officer