

Marcus & Millichap, Inc.  
 Form 4  
 April 20, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**Kerin John J.**

(Last) (First) (Middle)

C/O MARCUS & MILLICHAP,  
 INC., 23975 PARK SORRENTO,  
 SUITE 400

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Marcus & Millichap, Inc. [MMI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/16/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-------------------|---|--|---|
|                                 |                                      |  |                                | Code  | V | Amount or Price   |   |  |   |
| Common Stock                    | 04/16/2015                           |  | S <sup>(1)</sup>               |   |   | \$ 37.1249<br>(2) | 967,656   | I  | By Trust<br>(3)                                       |
| Common Stock                    | 04/17/2015                           |  | S <sup>(1)</sup>               |   |   | \$ 36.4504<br>(4) | 944,777   | I  | By Trust<br>(3)                                       |
| Common Stock                    | 04/20/2015                           |  | S <sup>(1)</sup>               |   |   | \$ 36.8349<br>(5) | 924,376   | I  | By Trust<br>(3)                                       |
| Common                          |                                      |  |                                |   |   |                   | 1,250 (6)   | D  |   |

Stock

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

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**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Kerin John J.<br>C/O MARCUS & MILLICHAP, INC.<br>23975 PARK SORRENTO, SUITE 400<br>CALABASAS, CA 91302 | X             |           | President and CEO |       |

## Signatures

/s/ John J. Kerin                      04/20/2015  
 \*\*Signature of                      Date  
 Reporting Person

## 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).
- (1) SALE EFFECTED UNDER SALES PLAN PURSUANT TO RULE 10B5-1(C)(1) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.  
 The range of prices for the shares of Common Stock is from \$37.02 to \$37.2775. Mr. Kerin undertakes that he will provide, upon request
- (2) by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

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- (3) Voting and investment power over the shares held by The Kerin Family Trust dated January 5, 2001 is exercised by John J. Kerin and Mary Kerin, its co-trustees.
- (4) The range of prices for the shares of Common Stock is from \$36.01 to \$36.81. Mr. Kerin undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (5) The range of prices for the shares of Common Stock is from \$36.51 to \$37.22. Mr. Kerin undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (6) Includes 1,250 shares acquired under the Issuer's employee stock purchase plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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