

MARIN SOFTWARE INC  
Form 8-K  
May 02, 2019

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

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**Form 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 1, 2019**

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**Marin Software Incorporated**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35838**  
**(Commission File Number)**

**20-4647180**  
**(IRS Employer**  
**Identification No.)**

**123**  
**Mission Street, 27<sup>th</sup>**  
**Floor**  
**San**

**Francisco,  
California  
94105  
(Address  
of  
principal (Zip Code)  
executive  
offices)**

**(415) 399-2580**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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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:

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))

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 1, 2019, Marin Software Incorporated (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As of the close of business on March 19, 2019, the record date for the Annual Meeting, 5,953,601 shares of common stock of the Company were outstanding and entitled to vote. 5,452,084 shares, or 91.57% of the outstanding common stock entitled to vote at the Annual Meeting, were represented in person or by proxy.

At the Annual Meeting, stockholders voted on the proposals set forth below, each of which is described in greater detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 21, 2019 (the “Proxy Statement”). The results of the voting at the Annual Meeting were as follows:

Elect Brian Kinion and Christopher Lien as the Class III  
 1. members of the Board of Directors to hold office until the  
 2022 annual meeting of stockholders:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Brian Kinion	3,101,525	60,956	2,289,603
Christopher Lien	3,100,060	62,421	2,289,603

Ratify the appointment of Grant Thornton LLP as Marin  
 2. Software Incorporated’s independent registered public  
 accounting firm for the fiscal year ending December 31,  
 2019:

<u>Votes For</u>	<u>Abstentions</u>
5,408,362	16,308

Each of the directors named under Proposal No. 1 was elected, based on the recommendation of the Company’s Board of Directors in the Proxy Statement.

**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 hereunto duly authorized.

Marin Software Incorporated

Date: May 1, 2019 By: /s/ Jonathan M. DeGooyer  
Jonathan M. DeGooyer  
SVP, General Counsel and Corporate Secretary