

MARIN SOFTWARE INC  
Form 8-K  
February 18, 2016

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): February 18, 2016

Marin Software Incorporated

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction

001-35838

20-4647180  
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

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

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

94105  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 399-2580

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))
-

Item 2.02 Results of Operations and Financial Condition.

On February 18, 2016, Marin Software Incorporated (“Marin”) issued a press release announcing its financial results for the quarter and year ended December 31, 2015, as well as forward-looking projections for the first quarter ending March 31, 2016. The press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto are being furnished pursuant to Item 2.02 of Form 8-K and will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor will it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

99.1 Press release of Marin Software Incorporated announcing earnings results, dated February 18, 2016.

1

---

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: February 18, 2016 By: /s/ Catriona M. Fallon  
Catriona M. Fallon  
Chief Financial Officer

Exhibit Index

Exhibit

Number Description

99.1 Press release of Marin Software Incorporated announcing earnings results, dated February 18, 2016.