

MARIN SOFTWARE INC
Form 8-K
May 07, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): May 3, 2018

Marin Software Incorporated

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|--------------------------|---------------------|
| Delaware | 001-35838 | 20-4647180 |
| (State or other jurisdiction | (Commission File Number) | (IRS Employer |
| of incorporation) | | Identification No.) |

123
Mission 94105
Street, 27th
Floor
San
Francisco,
California
94105

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(Address (Zip Code)
of
principal
executive
offices)

(415) 399-2580

(Registrant's telephone number, including area code)

(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:

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 5.07 Submission of Mattes to a Vote of Security Holders.

On May 3, 2018, Marin Software Incorporated (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As of the close of business on March 16, 2018, the record date for the Annual Meeting, 5,747,925 shares of common stock of the Company were outstanding and entitled to vote. 4,150,832 shares, or 72.21% 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 (the “SEC”) on March 26, 2018, as supplemented by that certain Supplement to Proxy Statement filed with the SEC on April 17, 2018. The results of the voting at the Annual Meeting were as follows:

1. Elect Donald P. Hutchison and Allan Leinwand as the Class II members of the Board of Directors to hold office until the 2021 annual meeting of stockholders:

| | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-----------|----------------|------------------|
| Donald P. Hutchison | 1,956,737 | 339,581 | 1,854,514 |
| Allan Leinwand | 1,961,289 | 335,029 | 1,854,514 |

2. Ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018:

| Votes For | Votes Against | Abstentions |
|-----------|---------------|-------------|
| 3,932,374 | 42,663 | 175,795 |

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 4, 2018 By: /s/Jonathan M. DeGooyer
Jonathan M. DeGooyer
SVP, General Counsel and Corporate Secretary