

MARCUS GEORGE M  
Form 4  
June 04, 2018

**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 \*  
MARCUS GEORGE M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/31/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CALABASAS, CA 91302

(City) (State) (Zip)

**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 |   |  |   | (A) or (D) | Price      |
| Common Stock                    | 05/31/2018                           |  | S                              |   |   | 29,027 | D   | \$ 37.4838 (1)   | 17,174,450  | I          | By LLC (2) |
| Common Stock                    | 06/01/2018                           |  | S                              |   |   | 7,029  | D   | \$ 37.1663 (3)   | 17,167,421  | I          | By LLC (2) |
| Common Stock                    | 06/04/2018                           |  | S                              |   |   | 50,000 | D   | \$ 37.472 (4)  | 17,117,421  | I          | By LLC (2) |
| Common Stock                    |                                      |  |                                |   |   |        |   |  | 18,021  | D          |            |

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

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SEC 1474  
(9-02)

**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 Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| MARCUS GEORGE M<br>C/O MARCUS & MILLICHAP, INC.<br>23975 PARK SORRENTO, SUITE 400<br>CALABASAS, CA 91302 | X             | X         |         |       |

## Signatures

/s/ George  
Marcus 06/04/2018

\*\*Signature of Reporting Person Date

## 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).

The range of prices for the shares of Common Stock is from \$37.30 to \$37.69. The reporting person undertakes that it 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.

(1) Mr. Marcus is the sole member and manager of Ionian Investments Manager LLC, which is the non-member manager of Phoenix, and beneficially owns 98.4% of its membership interests. Mr. Marcus has voting and investment power with respect to the shares held by Phoenix. Mr. Marcus disclaims beneficial ownership of shares held by Phoenix except to the extent of his pecuniary interest therein.

(3)

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The range of prices for the shares of Common Stock is from \$37.00 to \$37.655. The reporting person 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.

- (4) The range of prices for the shares of Common Stock is from \$37.00 to \$37.65. The reporting person undertakes that it 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.

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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