

MARIN SOFTWARE INC  
Form SC 13D/A  
April 10, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)**

**AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**(Amendment No. 1)\***

**Marin Software Incorporated**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**56804T205**

**(CUSIP Number)**

**ESW Capital, LLC**

**401 Congress Avenue**

**Suite 2650**

**Austin, TX 78701**

**(512) 524-6149**

**Attn: Andrew S. Price**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**April 9, 2018**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d 1(e), 240.13d 1(f) or 240.13d 1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

**ESW Capital, LLC**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 1,204,128

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With 1,204,128

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,204,128

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

21.00% (1)

14. Type of Reporting Person (See Instructions)

OO

(1) Calculated based upon 5,734,000 shares of the Issuer's common stock ( Shares ) outstanding on February 26, 2018 as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC ) on March 1, 2018, as amended on March 5, 2018.

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## 1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

**Joseph A. Liemandt**

## 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

## 3. SEC Use Only

## 4. Source of Funds (See Instructions)

AF

## 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

## 6. Citizenship or Place of Organization

U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 1,204,128

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With 1,204,128

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,204,128

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

21.00% (1)

14. Type of Reporting Person (See Instructions)

IN/HC

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned ( Amendment No. 1 ). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

**ITEM 4. PURPOSE OF THE TRANSACTION.**

On April 9, 2018, ESW Capital LLC ( ESW ) entered into a confidentiality agreement with the Issuer that contains customary restrictions with respect to the use and disclosure of the Issuer's confidential information and customary standstill provisions.

The Reporting Persons intend to review their investment in the Issuer from time to time on the basis of various factors, including the Issuer's business, financial condition, results of operations and prospects, general economic and industry conditions, the securities markets in general and those for the Issuer's stock in particular, as well as other developments. Each of the Reporting Persons may consider the feasibility and advisability of various alternative courses of action with respect to its investment in the Issuer, including, without limitation: (a) the acquisition or disposition by the Reporting Persons of Shares, including through derivative transactions which may include security-based swaps and short sales; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) changes in the present board of directors or management of the Issuer; (e) a material change in the present capitalization or dividend policy of the Issuer; (f) other material changes in the Issuer's business or corporate structure; (g) changes in the Issuer's articles of incorporation or bylaws or other actions that may impede the acquisition of control of the Issuer by any person; (h) causing any class of the Issuer's securities to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) causing a class of equity securities of the Issuer to become eligible for termination of registration pursuant to Section 12 of the Exchange Act; or (j) any action similar to those enumerated above.

The Reporting Persons reserve the right, based on all relevant factors and subject to applicable law or other restrictions, at any time and from time to time, to acquire additional Shares, dispose of some or all of the Shares, in each case in open market or private transactions, block sales or otherwise, and review or reconsider their position, change their purpose, take other actions (including actions that could involve one or more of the types of transactions or have one or more of the results described in clauses (a) through (j) of the foregoing paragraph of this Item 4) or formulate and implement plans or proposals with respect to any of the foregoing. Except as set forth in this Schedule 13D, no contract, arrangement, relationship or understanding (either oral or written) exists among the Reporting Persons as to the acquisition, disposition, voting or holding of Shares.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

(a) and (b) As of April 10, 2018, ESW beneficially owned and had sole voting and dispositive power with respect to 1,204,128 Shares, representing approximately 21.00% of the 5,734,000 Shares outstanding on February 26, 2018 as reported in the Issuer's Annual Report on Form 10-K filed with the SEC on March 1, 2018, as amended on March 5, 2018.

As of April 10, 2018, Joseph A. Liemandt ( Liemandt ) may be deemed to beneficially own and have sole voting and dispositive power with respect to the Shares beneficially owned by ESW.

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(c) No Reporting Person has effected any transaction in the Shares in the 60 days prior to the filing of this Schedule 13D.

(d) Except as set forth in this Schedule 13D, to the knowledge of the Reporting Persons, no person had the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this Schedule 13D.

(e) Not applicable.



**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

Exhibit 99.1 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

Dated: April 10, 2018

**ESW CAPITAL, LLC**

/s/ Andrew S. Price  
Andrew S. Price  
Chief Financial Officer

**JOSEPH A. LIEMANDT**

/s/ Andrew S. Price  
Andrew S. Price  
Attorney-In-Fact for Joseph A. Liemandt

**Exhibit 99.1**

**Joint Filing Agreement**

In accordance with Rule 13d-1(f) under the Securities and Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Shares of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13D. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement as of April 10, 2018.

**ESW CAPITAL, LLC**

/s/ Andrew S. Price  
Andrew S. Price  
Chief Financial Officer

**JOSEPH A. LIEMANDT**

/s/ Andrew S. Price  
Andrew S. Price  
Attorney-In-Fact for Joseph A. Liemandt