

**MARKETO, INC.**  
Reported by  
**HOLMES JASON L**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 08/18/16 for the Period Ending 08/10/16

Address	901 MARINERS ISLAND BLVD., SUITE 500 SAN MATEO, CA 94404
Telephone	650 376-2300
CIK	0001490660
Symbol	MKTO
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Holmes Jason L</b>  (Last) (First) (Middle)  <b>C/O MARKETO, INC., 901 MARINERS ISLAND BLVD</b>  (Street)  <b>SAN MATEO, CA 94404</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Marketo, Inc. [ MKTO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>Officer (give title below)</b> <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>EVP &amp; Chief Operating Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/10/2016</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/10/2016		G	V	1250	D	\$0	64432	D	
Common Stock	8/16/2016		U		64432 <u>(1)</u>	D	<u>(2)</u>	0	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$7.42	8/16/2016		D		22500		<u>(3)</u>	2/6/2023	Common Stock	22500	<u>(3)</u>	0	D	
Performance Shares	\$0.00	8/16/2016		D		29084		<u>(4)</u>	12/31/2017	Common Stock	29084	<u>(4)</u>	0	D	
Performance Shares	\$0.00	8/16/2016		D		28075		<u>(5)</u>	12/31/2018	Common Stock	28075	<u>(5)</u>	0	D	
Performance Shares	\$0.00	8/16/2016		D		10235		<u>(6)</u>	12/31/2018	Common Stock	10235	<u>(6)</u>	0	D	

**Explanation of Responses:**

- ( Certain of these securities were restricted stock units ("RSUs") that represented the Reporting Person's right to receive shares of Common Stock of the Issuer.
- 1) The RSUs were cancelled pursuant to that certain Agreement and Plan of Merger, dated May 27, 2016, between the Issuer, Milestone Holdco, LLC and Milestone Merger Sub, Inc. (the "Merger Agreement"), in exchange for a cash payment of \$35.25 per share.
- ( Disposed pursuant to the Merger Agreement, in exchange for a cash payment of \$35.25 per share.
- 2)
- ( The option, originally for 60,000 shares and of which 37,500 shares have been exercised, which provided for vesting as to one twenty-fourth of the shares on
- 3) March 7, 2015 and each month thereafter, was cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between \$35.25 and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.
- ( Market stock units ("MSUs") are performance share awards that are subject to achievement over three performance periods based on the performance of the
- 4) Issuer's stock price compared to the performance of the NASDAQ Composite Index over the same periods. Pursuant to the change in control provisions set forth in the Performance Share Agreement evidencing the MSUs, the number of shares subject to the MSUs increased from 24,354, as set forth in the Reporting Person's Form 4 filed February 18, 2016, to 29,084 shares. The MSUs were cancelled pursuant to the Merger Agreement, in exchange for a cash payment of \$35.25 per share.
- ( MSUs are performance share awards that are subject to achievement over three performance periods based on the performance of the Issuer's stock price
- 5) compared to the performance of the NASDAQ Composite Index over the same periods. Pursuant to the change in control provisions set forth in the Performance Share Agreement evidencing the MSUs, the number of shares subject to the MSUs increased from 19,200, as set forth in the Reporting Person's

Form 4 filed February 18, 2016, to 28,075 shares. The MSUs were cancelled pursuant to the Merger Agreement, in exchange for a cash payment of \$35.25 per share.

- ( MSUs are performance share awards that are subject to achievement over three performance periods based on the performance of the Issuer's stock price
- 6) compared to the performance of the NASDAQ Composite Index over the same periods. Pursuant to the change in control provisions set forth in the Performance Share Agreement evidencing the MSUs, the number of shares subject to the MSUs increased from 7,000, as set forth in the Reporting Person's Form 4 filed March 9, 2016, to 10,235 shares. The MSUs were cancelled pursuant to the Merger Agreement, in exchange for a cash payment of \$35.25 per share.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Jason L C/O MARKETO, INC. 901 MARINERS ISLAND BLVD SAN MATEO, CA 94404			EVP & Chief Operating Officer	

**Signatures**

/s/ Margo Smith, by power of attorney

8/18/2016

\*\*Signature of Reporting Person

Date

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

\* 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).

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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