

# MARKETO, INC.

Reported by  
**NAHM TAE HEA**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

Address	901 MARINERS ISLAND BLVD., SUITE 500 SAN MATEO, CA 94404
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# 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>NAHM TAE HEA</b>  (Last) (First) (Middle)  <b>C/O STORM VENTURES, 3000 SAND HILL ROAD, SUITE 4-210</b>  (Street)  <b>MENLO PARK, CA 94025</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 checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/16/2016</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	8/16/2016		U		3057	(1)	D	(2)	0	D
Common Stock	8/16/2016		U		8534		D	(2)	0	I See Footnote (3)
Common Stock	8/16/2016		U		2303832		D	(2)	0	I See Footnote (4)(5)
Common Stock	8/16/2016		U		126020		D	(2)	0	I See Footnote (5)(6)
Common Stock	8/16/2016		U		71368		D	(2)	0	I See Footnote (5)(7)
Common Stock	8/16/2016		U		7894		D	(2)	0	I See Footnote (5)(8)

**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)	\$12.00	8/16/2016		D		16800		(9)	4/30/2023	Common Stock	16800	(9)	0	D	
Non-Qualified Stock Option (right to buy)	\$25.45	8/16/2016		D		9055		(10)	6/12/2024	Common Stock	9055	(10)	0	D	
Non-Qualified Stock Option (right to buy)	\$29.28	8/16/2016		D		8563		(11)	5/31/2025	Common Stock	8563	(11)	0	D	
Non-Qualified Stock Option (right to buy)	\$35.16	8/16/2016		D		6789		(12)	5/31/2026	Common Stock	6789	(12)	0	D	

**Explanation of Responses:**

( 1) 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. 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.

( 2) Disposed pursuant to the Merger Agreement, in exchange for a cash payment of \$35.25 per share.

- (3) The shares are held directly by Nahm Family Trust dated 9-23-1999, for which the Reporting Person serves as trustee.
- (4) The shares are held directly by Storm Ventures Fund III, L.P. ("SV III").
- (5) Storm Ventures Associates III, L.L.C. ("SVA LLC") is the general partners of SV III and SVA III and the managing member of SVP III and may be deemed to have shared voting and dispositive power over the shares held by SV III, SVA III and SVP III. The Reporting Person is a managing member of SVA LLC and may be deemed to have shared voting and dispositive power over the shares held by SV III, SVA III and SVP III. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (6) The shares are held directly by Storm Ventures Affiliates Fund III, L.P. ("SVA III").
- (7) The shares are held directly by Storm Ventures Principals Fund III, L.P. ("SVP III").
- (8) The shares are held directly by SVA LLC pursuant to the terms of a management agreement between SVA LLC and the Reporting Person.
- (9) The option, which provided for vesting of all of the shares upon the earlier of (i) the 2014 annual stockholders meeting of the Issuer or (ii) May 1, 2014, 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.
- (10) The option, which provided for vesting of all of the shares upon the earlier of (i) the 2015 annual stockholders meeting of the Issuer or (ii) June 12, 2015, 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.
- (11) The option, which provided for vesting of all of the shares upon the earlier of (i) the 2016 annual stockholders meeting of the Issuer or (ii) June 1, 2016, 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.
- (12) The option, which provided for vesting of all of the shares upon the earlier of (i) the 2017 annual stockholders meeting of the Issuer or (ii) June 1, 2017, 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAHM TAE HEA C/O STORM VENTURES 3000 SAND HILL ROAD, SUITE 4-210 MENLO PARK, CA 94025	X			

#### Signatures

/s/ Kevin Melia, 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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