

MARKETO, INC.

Reported by
KINION BRIAN K

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
Telephone	650 376-2300
CIK	0001490660
Symbol	MKTO
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

FORM 4

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Kinion Brian K		Marketo, Inc. [MKTO]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP & Chief Financial Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O MARKETO, INC., 901 MARINERS ISLAND BLVD		8/16/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN MATEO, CA 94404				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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		62994 (1)	D	(2)	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)	\$31.67	8/16/2016		D		14000		(3)	10/29/2024	Common Stock	14000	(3)	0	D	
Performance Shares	\$0.00	8/16/2016		D		9994		(4)	12/31/2018	Common Stock	9994	(4)	0	D	

Explanation of Responses:

- () Includes 758 shares purchased under the Issuer's Employee Stock Purchase Plan on 08/09/2016. Certain of these securities were restricted stock units
- 1) ("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 of pursuant to the Merger Agreement, in exchange for a cash payment of \$35.25 per share.
- ()
- 3) The option, which provided for vesting as to one-fourth of the shares on October 30, 2015 and one forty-eighth of the shares monthly 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.
- ()
- 4) Market stock units ("MSUs") are performance share awards that are subject to achievement over three performance periods based on the performance of the 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 6,835, as set forth in the Reporting Person's Form 4 filed March 9, 2016, to 9,994 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
Kinion Brian K C/O MARKETO, INC. 901 MARINERS ISLAND BLVD			SVP & Chief Financial 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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