

MARKETO, INC.
Reported by
DUNAWAY CAMBRIA W

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
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

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

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		5344	(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)	\$28.50	8/16/2016		D		5592		(3)	10/22/2025	Common Stock	5592	(3)	0	D	
Non-Qualified Stock Option (right to buy)	\$35.16	8/16/2016		D		6789		(4)	5/31/2026	Common Stock	6789	(4)	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.
- (
- 2) Disposed of pursuant to the Merger Agreement, in exchange for a cash payment of \$35.25 per share.
- (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) October 23, 2016,
- 3) 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.
- (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
- 4) 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
DUNAWAY CAMBRIA W C/O MARKETTO, INC. 901 MARINERS ISLAND BLVD SAN MATEO, CA 94404	X			

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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