LaBar Mitchell R
Form 4
February 20, 2018

# FORM 4

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**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

<table>
<tr><td colspan="2">OMB APPROVAL</td></tr>
<tr><td>OMB Number:</td><td>3235-0287</td></tr>
<tr><td>Expires:</td><td>January 31, 2005</td></tr>
<tr><td>Estimated average burden hours per response...</td><td>0.5</td></tr>
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*]<br>LaBar Mitchell R | 2. Issuer Name **and** Ticker or Trading Symbol<br>Marcus & Millichap, Inc. [MMI] | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)        (First)        (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/16/2018 | (Check all applicable)<br>_____ Director          _____ 10% Owner<br>__X__ Officer (give title _____ Other (specify below)          below)<br>Executive VP and COO |
| C/O MARCUS & MILLICHAP, INC., 23975 PRK SORRENTO, SUITE 400 | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| CALABASAS, CA 91302 | | |
| (City)        (State)        (Zip) | | |

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

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | 02/16/2018 | | M | | 7,272 | A | $ 0 (1) | 11,017 | D | |
| Common Stock | 02/16/2018 | | F | | 2,623 | D | $ 31.78 (2) | 8,394 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deriv Secu (Inst |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | | (D) | | | | | |
| Restricted Stock Units | (1) | 02/16/2018 | | M | | 7,272 | | | (3) | (3) | Common Stock | 7,272 | $ |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LaBar Mitchell R<br>C/O MARCUS & MILLICHAP, INC.<br>23975 PRK SORRENTO, SUITE 400<br>CALABASAS, CA 91302 | | | Executive VP and COO | |

## Signatures

| | |
|---|---|
| /s/ Mitchell R. LaBar | 02/20/2018 |
| **Signature of Reporting Person | Date |

## Explanation of Responses:

\*    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).

**(1)**    Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

**(2)**    Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the above-reported settlement of RSUs. The amount of shares withheld is based on the closing sale price of the date of settlement.

**(3)**    The restricted stock units vest in five equal annual installments beginning February 16, 2018.

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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