

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Marcus & Millichap, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

35-2478370  
(I.R.S. Employer  
Identification No.)

23975 Park Sorrento, Suite 400  
Calabasas, California 91302  
(Address of Principal Executive Offices)

Marcus & Millichap, Inc.  
2013 Omnibus Equity Incentive Plan  
(Full Title of the Plan)

Martin E. Louie  
Chief Financial Officer  
Marcus & Millichap, Inc.  
23975 Park Sorrento, Suite 400  
Calabasas, California 91302  
(818) 212-2250

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

Brett Cooper  
Orrick, Herrington & Sutcliffe LLP  
405 Howard Street  
San Francisco, California 94105  
(415) 773-5700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of Securities<br>to be Registered    | Amount<br>To Be<br>Registered (1) | Proposed<br>Maximum<br>Offering Price<br>Per Share | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of<br>Registration Fee |
|--|-----------------------------------|--|--|-------------------------------|
| Common Stock, par value \$0.0001 per share | 3,300,000(2)                      | \$26.77(3)   | \$88,341,000                                       | \$10,238.72                   |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of common stock ("Common Stock") of Marcus & Millichap, Inc. (the "Registrant") that become issuable under the Registrant's 2013 Omnibus Equity Incentive Plan (the "2013 Plan") by reason of any stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents 3,300,000 additional shares of Common Stock reserved for future issuance under the evergreen provision of the 2013 Plan.
- (3) Estimated in accordance with Rule 457(h) solely for purposes of calculating the registration fee on the basis of \$26.77, the average of the high and low prices of Common Stock as reported on the New York Stock Exchange on March 10, 2017.

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**PART I**

**INFORMATION REQUIRED IN THE PROSPECTUS**

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional 3,300,000 shares of Common Stock to be issued pursuant to the 2013 Plan, which are the same class as those securities previously registered on an effective Form S-8 filed with the Securities and Exchange Commission on November 22, 2013 (File No. 333-192506) (the “**2013 Registration Statement**”), and the contents of the 2013 Registration Statement, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Exhibits**

See Index to Exhibits at the end of this Registration Statement, which are incorporated by reference into this Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calabasas, State of California on March 16, 2017.

### MARCUS & MILLICHAP, INC.

By: /s/ Martin E. Louie  
Martin E. Louie  
Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Hessam Nadji and Martin E. Louie, as his or her true and lawful agent, proxy and attorney-in-fact, each acting alone with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming that all such agents, proxies and attorneys-in-fact, any of them or any of his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>   | <u>Title</u>   | <u>Date</u>    |
|--|--|----------------|
| <u>/s/ Hessam Nadji</u><br><b>Hessam Nadji</b>                     | Director, President and Chief Executive Officer<br>(Principal Executive Officer)         | March 16, 2017 |
| <u>/s/ Martin E. Louie</u><br><b>Martin E. Louie</b>               | Chief Financial Officer<br>(Principal Financial Officer)                                 | March 16, 2017 |
| <u>/s/ Kurt H. Schwarz</u><br><b>Kurt H. Schwarz</b>               | Vice President of Finance and Chief Accounting Officer<br>(Principal Accounting Officer) | March 16, 2017 |
| <u>/s/ George M. Marcus</u><br><b>George M. Marcus</b>             | Director   | March 16, 2017 |
| <u>/s/ William A. Millichap</u><br><b>William A. Millichap</b>     | Director   | March 16, 2017 |
| <u>/s/ Norma J. Lawrence</u><br><b>Norma J. Lawrence</b>           | Director   | March 16, 2017 |
| <u>/s/ Nicholas F. McClanahan</u><br><b>Nicholas F. McClanahan</b> | Director   | March 16, 2017 |
| <u>/s/ George T. Shaheen</u><br><b>George T. Shaheen</b>           | Director   | March 16, 2017 |
| <u>/s/ Don C. Watters</u><br><b>Don C. Watters</b>                 | Director   | March 16, 2017 |

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**EXHIBIT INDEX**

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description</u></b>  |
|----------------------------------|--|
| 5.1                              | Opinion of Orrick, Herrington & Sutcliffe LLP.   |
| 23.1                             | Consent of Ernst & Young LLP.  |
| 23.2                             | Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).                   |
| 24.1                             | Power of Attorney (included as part of the signature pages of the Registration Statement). |



**ORRICK, HERRINGTON & SUTCLIFFE LLP**  
THE ORRICK BUILDING  
405 HOWARD STREET  
SAN FRANCISCO, CALIFORNIA 94105-2669

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**WWW.ORRICK.COM**

March 16, 2017

Marcus & Millichap, Inc.  
23975 Park Sorrento, Suite 400  
Calabasas, California 91302

Re: Marcus & Millichap, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Marcus & Millichap, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of an aggregate of 3,300,000 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), reserved for issuance pursuant to the Company's 2013 Omnibus Equity Incentive Plan (the "Plan"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plan.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Amended and Restated Certificate of Incorporation of the Company, (ii) the Amended and Restated Bylaws of the Company, (iii) the Registration Statement, (iv) the Plan, and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.



March 16, 2017  
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Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the registration of an additional 3,300,000 shares of Common Stock to be issued pursuant to the 2013 Omnibus Equity Incentive plan of Marcus & Millichap, Inc. of our report dated March 16, 2017, with respect to the consolidated financial statements of Marcus & Millichap, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Los Angeles, California

March 16, 2017