FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

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

| | Responses) | | | | | | | | | | | | | | | |
|--|---|------------------------------------|--|---|----------------------------------|--|---|--|---|--|--|--|---------------------------------|---|--|--|
| Name and Address of Reporting Person* LaBerge Gregory A. | | | | 2. Issuer Name and Ticker or Trading Symbol Marcus & Millichap, Inc. [MMI] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below) Other (specify below) Chief Administrative Officer | | | | | |
| (Last) (First) (Middle) C/O MARCUS & MILLICHAP, INC., 23975 PARK SORRENTO, SUITE 400 | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/05/2020 | | | | | | | | | | | | |
| (Street) CALABASAS, CA 91302 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | 5715, 6717 | (State) | (Zip) | | | Ta | able I - No | on-Deriv | ative S | ecuriti | es Acquire | ed, Dispose | l of, or Ben | eficially Owi | ed | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year | | | | if | 3. Transac Code (Instr. 8) | (A) or Disposed of (D) | | | of (D) B | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | owing | Ownership Form: | 7. Nature of Indirect Beneficial | | |
| | | | | (Month/Da | ay/Year) | ar) | Code | V Aı | nount | (A) or (D) | Price | Instr. 3 and | 4) | | | Ownership (Instr. 4) |
| Common S | Stock | | 01/05/2020 | | | | M | 2, | 000 | A | <u>(1)</u> 4 | ,982 | | |) | |
| Common Stock | | 01/05/2020 | | | | F | 81 | 8 (2) | D | \$ 4 | ,164 | | |) | | |
| Reminder: Re | eport on a sep | parate line for each | h class of securities | beneficially | own | ned o | | Person | s who | | | | of inform | | | 1474 (9-02) |
| Reminder: Re | eport on a se | parate line for each | | beneficially Derivative | | | | Persons contain form dis | s who ed in t splays | this fo | rm are no rently val | t required id OMB co | | d unless th | | 1474 (9-02) |
| | ^ | parate line for eac | Table II - | • | Secu | ritie | es Acquire | Persons contain form dis | s who ed in t splays | this for a cur | rm are no rently val neficially O rities) | ot required id OMB co Owned | to respon | d unless th | e | 1474 (9-02) |
| | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Yea | Table II - 3A. Deemed Execution Date, | Derivative (e.g., puts, c) 4. Transac Code | Securealls, | ritie wan 5. N of Der Seco Acq (A) Disp of (I | es Acquirerrants, op Number 6 a ivative urities nuired or posed D) tr. 3, 4, | Persons contain form dis | s who ed in t splays sed of, nvertib cercisals | this for a current or Berole secundate | rm are no rently val neficially O rities) | ot required id OMB co Owned ad Amount ying | to respondent of num | d unless th | f 10. Owners Form o Derivat Security Direct (or Indir | 11. Natu of Indire f Benefici Ownersh 7: (Instr. 4) |
| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | Table II - 3A. Deemed Execution Date, | Derivative (e.g., puts, c) 4. Transac Code | Secu calls, tion | 5. Nof Der Sector Acquired (A) Dispos of (Ins.) | es Acquirer fumber 6 a ivative (urities quired or posed D) ttr. 3, 4, 5) | Persons contain form dis ed, Dispo tions, con 6. Date Ex and Expir | s who ed in t splays sed of, nvertib cercisab ation D ay/Year | this for sa current of the security of the sec | rm are no rently valueficially Crities) 7. Title an of Underly Securities | ot required id OMB co Owned ad Amount ying | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(| f 10. Owners Form o Derivat Security Direct (or Indir | 11. Natu of Indire f Benefici Ownersh 7: (Instr. 4) |

Reporting Owners

| | Relationships | | | | | | |
|---|---------------|--------------|------------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| LaBerge Gregory A. C/O MARCUS & MILLICHAP, INC. 23975 PARK SORRENTO, SUITE 400 CALABASAS, CA 91302 | | | Chief Administrative Officer | | | | |

Signatures

| /s/ Gregory A. LaBerge | 01/07/2020 |
|---------------------------------|------------|
| **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 sales price on the date of settlement.
- (3) The restricted stock units vested on January 5, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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