

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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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

(Print or Type Responses)

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Schwarz Kurt Henry | | | 2. Issuer Name and Ticker or Trading Symbol Marcus & Millichap, Inc. [MMI] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Accounting Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/10/2020 | | | 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 | | |
| C/O MARCUS & MILLICHAP, INC., 23975 PARK SORRENTO, SUITE 400 | | | | | | | | |
| (Street) CALABASAS, CA 91302 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (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 | 03/10/2020 | | M | | 128 | A | (1) | 3,933 | I | By Trust (2) |
| Common Stock | 03/10/2020 | | F | | 44 | D | \$ 28.9 (3) | 3,889 | I | By Trust (2) |
| Common Stock | 03/10/2020 | | M | | 404 | A | (1) | 4,293 | I | By Trust (2) |
| Common Stock | 03/10/2020 | | F | | 140 | D | \$ 28.9 | 4,153 | I | By Trust (2) |

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.

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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. 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 | | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (1) | 03/10/2020 | | M | | 128 | (4) | (4) | Common Stock | 128 | \$ 0 | 386 | D | |
| Restricted Stock Units | (1) | 03/10/2020 | | M | | 404 | (5) | (5) | Common Stock | 404 | \$ 0 | 1,622 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

| | | | | |
|---|--|--|--------------------------|--|
| Schwarz Kurt Henry C/O MARCUS & MILLICHAP, INC. 23975 PARK SORRENTO, SUITE 400 CALABASAS, CA 91302 | | | Chief Accounting Officer | |
|---|--|--|--------------------------|--|

Signatures

| | | |
|-------------------------------|--|------------|
| /s/ Kurt Schwarz | | 03/11/2020 |
| 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) Voting and investment power over the shares held by The Schwarz Family Trust dated September 25, 2003 is held by the Reporting Person, as one of the trustees.
- (3) 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 on March 10, 2020.
- (4) The Reporting Person was granted 642 restricted stock units, which vest in five equal annual installments beginning March 10, 2019.
- (5) The Reporting Person was granted 2,026 restricted stock units, which vest in five equal annual installments beginning March 10, 2020.

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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