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

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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

I. Name and Address of Reporting Person Watters Don C.  (Last) (First) (Middle)  C/O MARCUS & MILLICHAP, INC., 23975  PARK SORRENTO, SUITE 400  (Street)  CALABASAS, CA 91302			Marcus & Millichap, Inc. [MMI]  3. Date of Earliest Transaction (Month/Day/Year) 05/04/2021						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
									Officer (give title below) Other (specify below)				
									6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person				
	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
2. Transaction Date (Month/Day/Year)		Execution Date, i	3. Transaction Code (Instr. 8)		(.	4. Securities Acquir		of (D)	(D) Beneficially Ov Reported Trans		ollowing	Ownership Form:	Beneficial
		(Month/Day/Yea		ode	V	Amoun	(A) or t (D)	Price	(Instr. 3 a	nd 4)		\ /	Ownership (Instr. 4)
05/04	1/2021		1	A		*	Δ		24,648			D	
				quire	the for ed, Disp	rm dis	splays a o	curren eficiall	itly valid				
e Eonth/Day/Year)	3A. Deemed Execution Date, i	4. Transaction Code	5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tit Amo Unde Secur	unt of erlying rities	Security (Instr. 5)		Ownersh Form of Derivativ Security: Direct (D or Indirect	Beneficia Ownershi (Instr. 4)	
				15)					Amount				
	Transaction te onth/Day/Year)	(Middle)  LLICHAP, INC., 23975  SUITE 400  reet)  302  tate)  2. Transaction Date (Month/Day/Year)  05/04/2021  Table II - I	Marcus & Mi irst) (Middle) LLICHAP, INC., 23975 SUITE 400  reet) 4. If Amendment  302  tate) (Zip) T  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2A. Deemed Execution Date, i any (Month/Day/Year)  105/04/2021  Table II - Derivative Securities beneficially of the company of the co	Marcus & Millicha irst) (Middle) LLICHAP, INC., 23975 SUITE 400  reet)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Lip)  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  Cod (Inst. 8)  Table II - Derivative Securities Accurate line for each class of securities beneficially owned of the conth/Day/Year)  Table II - Derivative Securities Accurate line for each class of securities beneficially owned of the conth/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Inst. 8)  Transaction Code (Instr. 8)  Derivative Securities Accurate line for each class of securities beneficially owned of class of securities beneficially owned or class of securities benefi	Marcus & Millichap, Indicated in the property of the property	Marcus & Millichap, Inc. [Middle]  LICHAP, INC., 23975  SUITE 400  reet)  4. If Amendment, Date Original File  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Code V  A  Table II - Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, calls, war	Marcus & Millichap, Inc. [MMI]  3. Date of Earliest Transaction (Month/Day 05/04/2021  302  Table I - Non-Derivative Securities Deneficially owned directly or indirectly on the form distribution Date, if onth/Day/Year)  Table II - Derivative Securities Acquired (A) or Integration any (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Integration any (Month/Day/Year)  A Code V Amount Persons where the form distribution Date, if onth/Day/Year)  Table II - Derivative Securities Acquired (A) or Integration any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Transaction te Code (a.g., puts, calls, warrants, options, converting any (Month/Day/Year)	Marcus & Millichap, Inc. [MMI]  3. Date of Earliest Transaction (Month/Day/Year) 05/04/2021  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities (A) Or (D)  2.082 (A)  3. Transaction (Instr. 8)  (Instr. 8)  Persons who response of the form displays a   Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible securities Acquired (Instr. 8)  3. Transaction (Instr. 8)  (Instr. 8)  (A) Or (D)  (A) Or (D) Or (D)  (A) Or (D) Or	Marcus & Millichap, Inc. [MMI]  3. Date of Earliest Transaction (Month/Day/Year)  5. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  302  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially or indirectly.  Table II - Derivative Securities Acquired (B) any (Month/Day/Year)  Table II - Derivative Securities Acquired (B) and Execution Date (B) and Expiration Date (B) a	Marcus & Millichap, Inc. [MMI]  3. Date of Earliest Transaction (Month/Day/Year)  05/04/2021  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Ocea  2. Transaction Date (Month/Day/Year)  2. Transaction Date (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (Instr. 3 a  24,648  24,648  Persons who respond to the collect contained in this form are not required the form displays a currently valid  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Transaction Execution Date, if Code (Instr. 8)  A	Marcus & Millichap, Inc. [MMI]   X_Director Officer (give title belt   X_Director Officer (give title belt   X_Erom filed   X_Erom filed	Marcus & Millichap, Inc. [MMI]   X_Director Officer (give title below)	Marcus & Millichap, Inc. [MMI]   X_Director Officer (give title below)   Diversity   Div

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Watters Don C. C/O MARCUS & MILLICHAP, INC. 23975 PARK SORRENTO, SUITE 400 CALABASAS, CA 91302	X					

# **Signatures**

/s/ Robert Kennis, as Attorney-in-Fact for Don C. Watters	05/06/2021		
**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) The shares shall vest on the first anniversary of the date of grant.

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.