SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addres Parker John I		erson*	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					
(Last) C/O MARCUS &	st) (First) (Middle) D MARCUS & MILLICHAP, INC.		3. Date of Earliest Transaction (Month/Day/Year) 03/10/2023	X Officer (give title Other (specify below) EVP & COO - Eastern Division					
23975 PARK SC (Street) CALABASAS (City)	23975 PARK SORRENTO, SUITE 400 (Street) CALABASAS CA 91302		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

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

2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
		Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)	
03/10/2023		М		2,014	A	(1)	2,659	D		
03/10/2023		F		1,030	D	\$32.15(2)	1,629	D		
03/10/2023		М		1,778	A	(1)	3,407	D		
03/10/2023		F		908	D	\$32.15(2)	2,499	D		
03/10/2023		М		2,204	A	(1)	4,703	D		
03/10/2023		F		1,126	D	\$32.15(2)	3,577	D		
03/10/2023		М		2,648	A	(1)	6,225	D		
03/10/2023		F		1,352	D	\$32.15(2)	4,873	D		
03/10/2023		М		11,756	Α	(1)	16,629	D		
03/10/2023		F		6,002	D	\$32.15(2)	10,906(3)	D		
	Date (Month/Day/Year) 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023 03/10/2023	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transac Code (II 8) 03/10/2023 Code 03/10/2023 M 03/10/2023 M 03/10/2023 M 03/10/2023 M 03/10/2023 M 03/10/2023 F 03/10/2023 M 03/10/2023 M 03/10/2023 M 03/10/2023 F 03/10/2023 M 03/10/2023 M 03/10/2023 M 03/10/2023 M 03/10/2023 M	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) 03/10/2023 Code V 03/10/2023 M I 03/10/2023 F I 03/10/2023 M F 03/10/2023 F I 03/10/2023 M F 03/10/2023 M I 03/10/2023 M I 03/10/2023 M M 03/10/2023 M I	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Disposed Of (E 03/10/2023 Code V Amount 03/10/2023 M Q 2,014 03/10/2023 F 1,030 03/10/2023 M F 908 03/10/2023 F 908 2,204 03/10/2023 F 1,126 03/10/2023 F 1,126 03/10/2023 M Z,648 03/10/2023 F 1,352 03/10/2023 M M 11,756	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. s) Disposed Of (D) (Instr. s) 03/10/2023 Code V Amount (A) or (D) 03/10/2023 M I 2,014 A 03/10/2023 M I 1,030 D 03/10/2023 M I 1,778 A 03/10/2023 M I 2,204 A 03/10/2023 M I 2,648 A 03/10/2023 M I 1,352 D 03/10/2023 M M 11,756 A	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Disposed Of (D) (Instr. 3, 4 and 5) 03/10/2023 Code V Amount (A) or (D) Price 03/10/2023 M 2,014 A (I) 03/10/2023 F 1,030 D \$32.15 ⁽²⁾ 03/10/2023 M I 1,778 A (I) 03/10/2023 F 908 D \$32.15 ⁽²⁾ 03/10/2023 F 908 D \$32.15 ⁽²⁾ 03/10/2023 F 1,126 D \$32.15 ⁽²⁾ 03/10/2023 F I 1,126 D \$32.15 ⁽²⁾ 03/10/2023 M I 2,648 A (I) 03/10/2023 F I 1,352 D \$32.15 ⁽²⁾ 03/10/2023 M M I 1,756 A (I)	$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction, Solution Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Fransaction(s) (Instr. 3 and 4) Form: Direct (D) or indirect (I) (Instr. 4) 03/10/2023 Code V Amount (A) or (D) Price Securities Beneficially Owned Transaction(s) (Instr. 3 and 4) Form: Direct (D) or indirect (I) (Instr. 4) 03/10/2023 M M 2,014 A (I) 2,659 D 03/10/2023 F 1,030 D \$32.15 ⁽²⁾ 1,629 D 03/10/2023 M M 1,7778 A (I) 3,407 D 03/10/2023 F 908 D \$32.15 ⁽²⁾ 2,499 D 03/10/2023 M M 2,204 A (I) 4,703 D 03/10/2023 F I,126 D \$32.15 ⁽²⁾ 3,577 D 03/10/2023 F I,1352 D \$32.15 ⁽²⁾ 4,873 D 03/10/2023 F I,1756 A	

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. Transac Code (Ir 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	03/10/2023		М			2,014	(4)	02/26/2028	Common Stock	2,014	\$0.00	0	D	
Restricted Stock Units	(1)	03/10/2023		М			1,778	(5)	02/13/2029	Common Stock	1,778	\$0.00	1,780	D	
Restricted Stock Units	(1)	03/10/2023		М			2,204	(6)	02/11/2030	Common Stock	2,204	\$0.00	4,416	D	
Restricted Stock Units	(1)	03/10/2023		М			2,648	(7)	02/11/2031	Common Stock	2,648	\$0.00	7,950	D	
Restricted Stock Units	(1)	03/10/2023		М			11,756	(8)	02/10/2032	Common Stock	11,756	\$0.00	40,732	D	

Explanation of Responses:

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 settlements of RSUs. The amount of shares withheld is based on the closing sale price on March 10, 2023.

3. Includes 279 shares of Common Stock purchased under the Issuer's Employee Stock Purchase Plan.

4. The restricted stock units vest in five equal annual installments beginning March 10, 2019.

5. The restricted stock units vest in five equal annual installments beginning March 10, 2020.

6. The restricted stock units vest in five equal annual installments beginning March 10, 2021.

7. The restricted stock units vest in five equal annual installments beginning March 10, 2022.

8. The restricted stock units vest in five equal annual installments beginning March 10, 2023.

Remarks:

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

03/14/2023

Date

** Signature of Reporting Person

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

* 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).

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

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 Number.