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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**

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 Address of Reporting Person * <u>Matricaria Richard D.</u>  (Last) (First) (Middle) <u>C/O MARCUS &amp; MILLICHAP, INC.</u> <u>23975 PARK SORRENTO, SUITE 400</u>  (Street) <u>CALABASAS CA 91302</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Marcus &amp; Millichap, Inc. [ MMI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP &amp; COO - Western Division</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2023</u>		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.
	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/10/2023		M		3,000	A	(1)	12,488	D	
Common Stock	05/10/2023		F		1,488	D	\$28.08 <sup>(2)</sup>	11,000	D	
Common Stock	05/10/2023		M		2,000	A	(1)	13,000	D	
Common Stock	05/10/2023		F		992	D	\$28.08 <sup>(2)</sup>	12,008	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(1)	05/10/2023		M		3,000	(3)	(3)	Common Stock	3,000	\$0.00	3,000	D	
Restricted Stock Units	(1)	05/10/2023		M		2,000	(4)	(4)	Common Stock	2,000	\$0.00	6,000	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- 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 May 10, 2023.
- The restricted stock units vest in five equal annual installments beginning May 10, 2020.
- The restricted stock units vest in five equal annual installments beginning May 10, 2022.

**Remarks:**

/s/ Mark Cortell, as Attorney-in-Fact for Richard D. Matricaria 05/11/2023

\*\* Signature of Reporting Person Date

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.

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