

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>DeGennaro Steven F.</u> _____ (Last) (First) (Middle) <u>C/O MARCUS &amp; MILLICHAP, INC.</u> <u>23975 PARK SORRENTO</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) <b>EVP and CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/10/2024		M		8,854	A	(1)	18,881	D	
Common Stock	03/10/2024		F <sup>(2)</sup>		3,161	D	\$34.06	15,720	D	
Common Stock	03/10/2024		M		2,500	A	(1)	18,220	D	
Common Stock	03/10/2024		F <sup>(2)</sup>		892	D	\$34.06	17,482 <sup>(3)</sup>	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)	03/10/2024		M		8,854	(4)	02/10/2032	Common Stock	8,854	\$0.00	26,564	D	
Restricted Stock Units	(1)	03/10/2024		M		2,500	(5)	02/09/2033	Common Stock	2,500	\$0.00	10,008	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 settlements of RSUs. The amount of shares withheld is based on the closing sale price on March 11, 2024.
- Includes 154 shares of Common Stock purchased under the Issuer's Employee Stock Purchase Plan.
- The restricted stock units vest in five equal annual installments beginning March 10, 2023.
- The restricted stock units vest in five equal annual installments beginning March 10, 2024.

**Remarks:**

/s/ Mark Cortell, as Attorney-in-Fact for Steven F. DeGennaro 03/12/2024

\*\* 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.

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.