

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-05-16** | Period of Report: **2013-05-16**
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(HTML Version on secdatabase.com)

REPORTING OWNER

VASAN ROBERT T

CIK: **1197111**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852759**

Mailing Address
2800 SANDHILL ROAD SUITE
250
MENLO PARK CA 94025

Beck James T

CIK: **1404295**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852761**

Mailing Address
2800 SAND HILL ROAD,
SUITE 250
MENLO PARK CA 94025

Chaddha Navin

CIK: **1405494**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852760**

Mailing Address
2800 SAND HILL ROAD,
SUITE 250
MENLO PARK CA 94025

ISSUER

Marketo, Inc.

CIK: **1490660** | IRS No.: **562558241** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address
901 MARINERS ISLAND
BLVD., SUITE 200
SAN MATEO CA 94404

Business Address
901 MARINERS ISLAND
BLVD., SUITE 200
SAN MATEO CA 94404
650 376-2300

Mayfield XIII, a Cayman Islands Exempted Limited Partnership

CIK: **1573272** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852764**

Mailing Address
2800 SAND HILL ROAD
SUITE 250
MENLO PARK CA 94025

Business Address
2800 SAND HILL ROAD
SUITE 250
MENLO PARK CA 94025
650-854-5560

Mayfield XIII Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership

CIK: **1573273** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852763**

Mailing Address
2800 SAND HILL ROAD
SUITE 250
MENLO PARK CA 94025

Business Address
2800 SAND HILL ROAD
SUITE 250
MENLO PARK CA 94025
650-854-5560

Mayfield XIII Management (UGP), Ltd., a Cayman Islands Exempted Co

CIK: **1573274** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852762**

Mailing Address
2800 SAND HILL ROAD
SUITE 250
MENLO PARK CA 94025

Business Address
2800 SAND HILL ROAD
SUITE 250
MENLO PARK CA 94025
650-854-5560

FORM 3**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: 02/28/2011
Estimated average burden
hours per response 0.5**INITIAL STATEMENT OF BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Mayfield XIII, a Cayman Islands Exempted Limited Partnership</u> (Last) (First) (Middle) <u>2800 SAND HILL ROAD, SUITE 250</u> (Street) <u>MENLO PARK, CA 94025</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) <u>05/16/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>Marketo, Inc. [MKTO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/ Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	2,608,346	(1)	D (2) (3) (4)	
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	1,266,181	(1)	D (2) (3) (4)	
Series E Convertible Preferred Stock	(1)	(1)	Common Stock	167,594	(1)	D (2) (3) (4)	
Series F Convertible Preferred Stock	(1)	(1)	Common Stock	106,060	(1)	D (2) (3) (4)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayfield XIII, a Cayman Islands Exempted Limited Partnership 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025		X		
Mayfield XIII Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025		X		See Explanation of Responses
Mayfield XIII Management (UGP), Ltd., a Cayman Islands Exempted Co 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025		X		See Explanation of Responses
Beck James T 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
Chaddha Navin 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
VASAN ROBERT T 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses

Explanation of Responses:

- The convertible preferred stock shall automatically convert into common stock on a one-for-one basis immediately prior to the completion of the Issuer's initial public offering of common stock and has no expiration date.
- The shares of convertible preferred stock are held directly by Mayfield XIII, a Cayman Islands Exempted Limited Partnership ("MF XIII"). Mayfield XIII Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership ("MF XIII EGP"), is the general partner of MF XIII and in such capacity may be deemed to beneficially own the shares held by MF XIII. Mayfield XIII Management (UGP), Ltd., a Cayman Islands Exempted Company ("MF XIII UGP"), is the general partner of MF XIII EGP, and in such capacity may be deemed to beneficially own the shares held by MF XIII EGP. MF XIII UGP is managed by a three person board of directors, and all board action relating to the voting or disposition of the shares held by MF XIII requires approval of a majority of the board.
- Each of James T. Beck, Navin Chaddha, and Robert T. Vasan, as the directors of MF XIII UGP, may be deemed to share beneficial ownership of the shares which are beneficially owned by MF XIII, but disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.
- The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of equity securities covered by this statement.

Remarks:

Remarks: Exhibit List. Exhibit 24.1 - Power of Attorney. Exhibit 24.2 - Power of Attorney

Signatures

[James T. Beck, Authorized Signatory for Mayfield XIII Management \(UGP\), Ltd., the General Partner of Mayfield XIII Management \(EGP\), L.P., the General Partner of Mayfield XIII, a Cayman Islands Exempted Limited Partnership](#) 05/16/2013

[James T. Beck, Authorized Signatory for Mayfield XIII Management \(UGP\), Ltd., the General Partner of Mayfield XIII Management \(EGP\), L.P.](#) 05/16/2013

[James T. Beck, Authorized Signatory for Mayfield XIII Management \(UGP\), Ltd.](#) 05/16/2013

[James T. Beck](#) 05/16/2013

James T. Beck, Attorney-in-fact for Navin Chaddha

05/16/2013

James T. Beck, Attorney-in-fact for Robert T. Vasan

05/16/2013

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes James T. Beck, for so long as he is an employee, member or partner of Mayfield, to execute for and on behalf of the undersigned, in the undersigned's individual capacity, in the undersigned's capacity as a member of any limited liability company and in the undersigned's capacity as a partner of any general or limited partnership, (i) any and all filings pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), including any and all Forms 3, 4 and 5, and Section 13 of the Exchange Act, including Schedules 13D and 13G, and any amendments thereto and joint filing agreements and other documents in connection therewith, and (ii) any applications for EDGAR access codes, including the Form ID, in each case as may be required to be filed from time to time with the U. S. Securities and Exchange Commission with respect to any investments of Mayfield Fund and its affiliates (collectively, "Mayfield"), and cause any and all of such forms, schedules, agreements and documents to be filed with the U. S. Securities and Exchange Commission pursuant to Section 13 and Section 16 of the Exchange Act, relating to the undersigned's direct or indirect beneficial ownership of securities (in the undersigned's individual capacity, or in the undersigned's capacity as a member of any limited liability company or partner in any general or limited partnership). The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite,

necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is Mayfield assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer an employee, member or partner of Mayfield, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2011.

/s/

Name: Navin Chaddha

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes James T. Beck, for so long as he is an employee, member or partner of Mayfield, to execute for and on behalf of the undersigned, in the undersigned's individual capacity, in the undersigned's capacity as a member of any limited liability company and in the undersigned's capacity as a partner of any general or limited partnership, (i) any and all filings pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), including any and all Forms 3, 4 and 5, and Section 13 of the Exchange Act, including Schedules 13D and 13G, and any amendments thereto and joint filing agreements and other documents in connection therewith, and (ii) any applications for EDGAR access codes, including the Form ID, in each case as may be required to be filed from time to time with the U. S. Securities and Exchange Commission with respect to any investments of Mayfield Fund and its affiliates (collectively, "Mayfield"), and cause any and all of such forms, schedules, agreements and documents to be filed with the U. S. Securities and Exchange Commission pursuant to Section 13 and Section 16 of the Exchange Act, relating to the undersigned's direct or indirect beneficial ownership of securities (in the undersigned's individual capacity, or in the undersigned's capacity as a member of any limited liability company or partner in any general or limited partnership). The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite,

necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is Mayfield assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer an employee, member or partner of Mayfield, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2011.

/s/

Name: Robert T. Vasan