

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-05-16** | Period of Report: **2013-05-16**
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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*

REPORTING OWNER

FERNANDEZ PHILLIP M

CIK: [1200465](#)
Type: **3** | Act: **34** | File No.: [001-35909](#) | Film No.: [13852437](#)

Mailing Address
*C/O MARKETO, INC.
901 MARINER'S ISLAND
BLVD., SUITE 200
SAN MATEO CA 94404*

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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 FERNANDEZ PHILLIP M (Last) (First) (Middle) C/O MARKETO, INC., 901 MARINERS ISLAND BLVD., SUITE 200 (Street) SAN MATEO, CA 94404 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/16/2013	3. Issuer Name and Ticker or Trading Symbol Marketo, Inc. [MKTO]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, CEO & Chairman	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input 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)
Common Stock	645,995	I	See footnote (1)

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 A Convertible Preferred Stock	(2)	(2)	Common Stock	85,000	(2)	I	See footnote (1)
Employee Stock Option (right to buy)	(3)	01/20/2019	Common Stock	160,000	\$0.22	D	
Employee Stock Option (right to buy)	(4)	06/13/2020	Common Stock	301,545	\$1.5	D	
Employee Stock Option (right to buy)	(5)	01/24/2021	Common Stock	128,469	\$2.38	D	
Employee Stock Option (right to buy)	(6)	04/30/2022	Common Stock	700,000	\$4.56	D	
Employee Stock Option (right to buy)	(7)	02/06/2023	Common Stock	375,000	\$7.42	D	

Explanation of Responses:

1. The shares are held directly by the Phillip M. Fernandez Living Trust dated August 4, 2010 for which the Reporting Person serves as trustee.
2. The Series A 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.
3. The option is fully vested and immediately exercisable.
4. The option is subject to an early exercise provision pursuant to which 266,664 shares are immediately exercisable and an additional 34,881 shares become exercisable on January 1, 2014. One-fourth of the shares subject to the option vested on May 21, 2011 and one forty-eighth of the shares vest monthly thereafter.
5. The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on January 25, 2012 and one forty-eighth of the shares vest monthly thereafter.
6. The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on May 1, 2013 and one forty-eighth of the shares vest monthly thereafter.
7. The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in twenty-four equal monthly installments beginning on March 7, 2015.

Remarks:

Exhibit 24 - Power of Attorney

Signatures

/s/ Sharon S. Zezima, by power of attorney

** Signature of Reporting Person

05/16/2013

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

The undersigned, as a Section 16 reporting person of Marketo, Inc. (the "Company"), hereby constitutes and appoints Frederick A. Ball and Sharon S. Zezima, the undersigned' s true and lawful attorneys-in-fact to:

1. prepare, execute in the undersigned' s name and on the undersigned' s behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned' s ownership, acquisition or disposition of securities of the Company; and
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned' s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned' s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of May, 2013.

Signature: /s/ Phillip M. Fernandez

Print Name: Phillip M. Fernandez
