

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-05-16** | Period of Report: **2013-05-16**
SEC Accession No. [0001104659-13-042511](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

Pepper Douglas A

CIK: **1381839**

Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852490**

Mailing Address
C/O INTERWEST PARTNERS
2710 SAND HILL ROAD,
SECOND FLOOR
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

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 Pepper Douglas A (Last) (First) (Middle) C/O INTERWEST PARTNERS, 2710 SAND HILL ROAD, SUITE 200 (Street) MENLO PARK, CA 94025 (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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> 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) <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)
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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 A Convertible Preferred Stock	(1)	(1)	Common Stock	5,400,000	(1)	I	See footnote (2)
Series B Convertible Preferred Stock	(3)	(3)	Common Stock	3,154,228	(3)	I	See footnote (2)
Series D Convertible Preferred Stock	(4)	(4)	Common Stock	570,977	(4)	I	See footnote (2)
Series E Convertible Preferred Stock	(5)	(5)	Common Stock	394,714	(5)	I	See footnote (2)
Series F Convertible Preferred Stock	(6)	(6)	Common Stock	227,272	(6)	I	See footnote (2)
Stock Option (right to buy)	(7)	04/30/2023	Common Stock	16,800	\$12	D	

Explanation of Responses:

- 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.

2. The shares are held by InterWest Partners IX, L.P. ("IW9"). InterWest Management Partners IX, LLC ("IMP9"), the general partner of IW9, has sole voting and investment control over the shares held by IW9. The Reporting Person serves as a venture member of IMP9 and may be deemed to share voting and investment control with respect to the shares held by IW9. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his respective pecuniary interest therein.
3. The Series B 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.
4. The Series D 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.
5. The Series E 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.
6. The Series F 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.
7. The option is subject to an early exercise provision and is immediately exercisable. All of the shares subject to the option vest upon the earlier of (i) the Company's 2014 annual stockholder meeting or (ii) May 1, 2014.

Signatures

/s/ Karen A. Wilson, 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.