

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-05-16** | Period of Report: **2013-05-16**
SEC Accession No. [0001104659-13-042517](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

GIANOS PHILIP T

CIK: **1207831**

Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852520**

NASR KHALED

CIK: **1276600**

Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852523**

Mailing Address

ONE EMBARCADERO
CENTER STE 3700
SAN FRANCISCO CA 94111

Kliman Gilbert H

CIK: **1293171**

Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852518**

Mailing Address

C/O INTERWEST PARTNERS
2710 SAND HILL ROAD, 2ND
FLOOR
MENLO PARK CA 94025

Holmes W Stephen

CIK: **1293923**

Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852519**

Mailing Address

C/O INTERWEST PARTNERS
2710 SAND HILL ROAD, 2ND
FLOOR
MENLO PARK CA 94025

CLEVELAND BRUCE A

CIK: **1333063**

Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852516**

Mailing Address

2207 BRIDGEPOINTE
PARKWAY
SAN MATEO CA 94404

Kjellson Nina S

CIK: **1381980**

Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852515**

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 Incorp.:**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

ORONSKY ARNOLD L

CIK:**1207833**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852517**

Mailing Address
C/O INTERWEST PARTNERS
2710 SAND HILL ROAD, 2ND
FLOOR
MENLO PARK CA 94025

InterWest Management Partners IX, LLC

CIK:**1398927** | State of Incorp.:**CA** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852522**

Mailing Address
2710 SAND HILL ROAD
SECOND FLOOR
MENLO PARK CA 94025

Business Address
2710 SAND HILL ROAD
SECOND FLOOR
MENLO PARK CA 94025
650-854-8585

InterWest Partners IX, LP

CIK:**1398928** | State of Incorp.:**CA** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852521**

Mailing Address
2710 SAND HILL ROAD
SECOND FLOOR
MENLO PARK CA 94025

Business Address
2710 SAND HILL ROAD
SECOND FLOOR
MENLO PARK CA 94025
650-854-8585

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>InterWest Management Partners IX, LLC</u> (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 <u>Marketo, Inc. [MKTO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input 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 type="checkbox"/> 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)

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)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
InterWest Management Partners IX, LLC C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
InterWest Partners IX, LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
GIANOS PHILIP T C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
Holmes W Stephen C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
Kliman Gilbert H C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
ORONSKY ARNOLD L C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
CLEVELAND BRUCE A C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
Kjellson Nina S C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
NASR KHALED C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		

Explanation of Responses:

1. 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. Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are the managing directors of IMP9. Bruce A. Cleveland, Nina Kjellson, Khaled A. Nasr and Douglas A. Pepper are the venture members of IMP9. Each of the managing directors and venture members share voting and investment control with respect to the shares held by IW9 and 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.

Signatures

<u>/s/ W. Stephen Holmes, as managing director of InterWest Management Partners IX, LLC</u>	<u>05/16/2013</u>
<u>/s/ W. Stephen Holmes, as managing director of InterWest Management Partners IX, LLC, the General Partner of InterWest Partners IX, L.P.</u>	<u>05/16/2013</u>
<u>/s/ Karen A. Wilson, by power of attorney for Philip T. Gianos</u>	<u>05/16/2013</u>
<u>/s/ Karen A. Wilson, by power of attorney for W. Stephen Holmes</u>	<u>05/16/2013</u>
<u>/s/ Karen A. Wilson, by power of attorney for Gilbert H. Kliman</u>	<u>05/16/2013</u>
<u>/s/ Karen A. Wilson, by power of attorney for Arnold L. Oronsky</u>	<u>05/16/2013</u>
<u>/s/ Karen A. Wilson, by power of attorney for Bruce A. Cleveland</u>	<u>05/16/2013</u>
<u>/s/ Karen A. Wilson, by power of attorney for Nina Kjellson</u>	<u>05/16/2013</u>
<u>/s/ Karen A. Wilson, by power of attorney for Khaled Nasr</u>	<u>05/16/2013</u>
** 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.

FORM 3 JOINT FILER INFORMATION

Name of "Reporting Persons": InterWest Partners IX, L.P. ("IW9")
 InterWest Management Partners IX, LLC ("IMP9")

Bruce A. Cleveland
 Philip T. Gianos
 W. Stephen Holmes
 Nina Kjellson
 Gilbert H. Kliman
 Arnold L. Oronsky
 Khaled Nasr

Address: 2710 Sand Hill Road, Suite 200
 Menlo Park, CA 94025

Designated Filer: InterWest Partners IX, L.P.

Issuer and Ticker Symbol: Marketo, Inc. ("MKTO")

Date of Event: May 16, 2013

Each of the following is a Joint Filer with InterWest Partners IX L.P. ("IW9") and may be deemed to share indirect beneficial ownership in the securities set forth on the attached Form 3:

InterWest Management Partners IX, LLC ("IMP9") is the general partner of IW9 and has sole voting and investment control over the shares owned by IW9. Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman, and Arnold L. Oronsky are Managing Directors of IMP9 and, Bruce A. Cleveland, Nina Kjellson and Khaled A. Nasr, and are Venture Members of IMP9. Douglas A. Pepper, a Venture Member of IMP9 is also a Director of the Issuer, and has filed a separate Form 3 in his own name.

All Reporting Persons disclaim beneficial ownership of shares of Marketo, Inc. stock held by IW9, except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owner of all of the equity securities covered by this statement.

Each of the Reporting Persons listed above has designated InterWest Partners IX, L.P. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person has appointed InterWest Management Partners IX, LLC as its attorney in fact for the purpose of making reports relating to transaction in Marketo, Inc. Common Stock.

INTERWEST MANAGEMENT PARTNERS IX, L.L.C.

INTERWEST PARTNERS IX, LP

By: InterWest Management Partners IX, LLC

By: /s/ W. Stephen Holmes
W. Stephen Holmes, Managing Director

Its General Partner

By: /s/ W. Stephen Holmes
W. Stephen Holmes, Managing Director

Bruce A. Cleveland, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

Gilbert H. Kliman, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson
Karen A. Wilson, Power of Attorney

By: /s/ Karen A. Wilson
Karen A. Wilson, Power of Attorney

Philip T. Gianos, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

Arnold L. Oronsky, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson
Karen A. Wilson, Power of Attorney

By: /s/ Karen A. Wilson
Karen A. Wilson, Power of Attorney

W. Stephen Holmes, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

Khaled A. Nasr, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ W. Stephen Holmes
W. Stephen Holmes

By: /s/ Karen A. Wilson
Karen A. Wilson, Power of Attorney

Nina Kjellson, an individual
By: InterWest Management Partners IX, LLC,
as Attorney-in-Fact

By: /s/ Karen A. Wilson
Karen A. Wilson, Power of Attorney