

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

STORM VENTURES PRINCIPALS FUND III

CIK: **1312946** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852528**

Mailing Address
2440 SAND HILL ROAD
SUITE 301
MENLO PARK CA 94025

Business Address
2440 SAND HILL ROAD
SUITE 301
MENLO PARK CA 94025
650.926.8800

STORM VENTURES FUND III LP

CIK: **1313016** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852530**

Mailing Address
2440 SAND HILL ROAD
SUITE 301
MENLO PARK CA 94025

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MENLO PARK CA 94025
650.926.8800

STORM VENTURES AFFILIATES FUND III LP

CIK: **1326513** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852529**

Mailing Address
2440 SAND HILL RD
SUITE 301
MENLO CA 94025

Business Address
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SUITE 301
MENLO CA 94025
650.926.8800

STORM VENTURE ASSOCIATES III, L.L.C.

CIK: **1576722** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852531**

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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>STORM VENTURE ASSOCIATES III, L.L.C.</u> (Last) (First) (Middle) <u>C/O STORM VENTURES, 2440 SAND HILL ROAD, SUITE 301</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) <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 B Convertible Preferred Stock	(1)	(1)	Common Stock	3,769,213	(1)	I	See footnote (2) (5)
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	206,169	(1)	I	See footnote (3) (5)
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	116,766	(1)	I	See footnote (4) (5)
Series D Convertible Preferred Stock	(6)	(6)	Common Stock	251,587	(6)	I	See footnote (2) (5)
Series D Convertible Preferred Stock	(6)	(6)	Common Stock	13,761	(6)	I	See footnote (3) (5)
Series D Convertible Preferred Stock	(6)	(6)	Common Stock	7,794	(6)	I	See footnote (4) (5)
Series E Convertible Preferred Stock	(7)	(7)	Common Stock	173,921	(7)	I	See footnote (2) (5)
Series E Convertible Preferred Stock	(7)	(7)	Common Stock	9,513	(7)	I	See footnote (3) (5)
Series E Convertible Preferred Stock	(7)	(7)	Common Stock	5,388	(7)	I	See footnote (4) (5)

Series F Convertible Preferred Stock	(8)	(8)	Common Stock	300,920	(8)	I	See footnote (2) (5)
Series F Convertible Preferred Stock	(8)	(8)	Common Stock	16,460	(8)	I	See footnote (3) (5)
Series F Convertible Preferred Stock	(8)	(8)	Common Stock	9,322	(8)	I	See footnote (4) (5)
Series G Convertible Preferred Stock	(9)	(9)	Common Stock	191,718	(9)	I	See footnote (2) (5)
Series G Convertible Preferred Stock	(9)	(9)	Common Stock	10,486	(9)	I	See footnote (3) (5)
Series G Convertible Preferred Stock	(9)	(9)	Common Stock	5,938	(9)	I	See footnote (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STORM VENTURE ASSOCIATES III, L.L.C. C/O STORM VENTURES 2440 SAND HILL ROAD, SUITE 301 MENLO PARK, CA 94025		X		
STORM VENTURES FUND III LP C/O STORM VENTURES 2440 SAND HILL ROAD, SUITE 301 MENLO PARK, CA 94025		X		
STORM VENTURES AFFILIATES FUND III LP C/O STORM VENTURES 2440 SAND HILL ROAD, SUITE 301 MENLO PARK, CA 94025		X		
STORM VENTURES PRINCIPALS FUND III C/O STORM VENTURES 2440 SAND HILL ROAD, SUITE 301 MENLO PARK, CA 94025		X		

Explanation of Responses:

- 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.
- The shares are held directly by Storm Ventures Fund III, L.P. ("SV III").
- The shares are held directly by Storm Ventures Affiliates Fund III, L.P. ("SVA III").
- The shares are held directly by Storm Ventures Principals Fund III, L.L.C. (SVP III).
- Storm Venture Associates III, L.L.C. (SVA LLC) is the general partner of SV III and SVA III and the managing member of SVP III. Ryan Floyd, M. Alex Mendez, Tae Hea Nahm and Sanjay Subhedar are the managing members of SVA LLC. Ryan Floyd, M. Alex Mendez, Tae Hea Nahm and Sanjay Subhedar as the managing members of SVA LLC may be deemed to share voting and investment power with respect to the shares held by SV III, SVA III and SVP III. Each of the managing directors disclaims beneficial ownership of the shares reported herein, except to the extent of his respective pecuniary interest therein.
- 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.
- 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.
- 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.
- The Series G 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/ Tae Hae Nahm, a Managing Member of Storm Venture Associates III, L.L.C.</u>	<u>05/16/2013</u>
<u>/s/ Tae Hae Nahm, a Managing Member of Storm Venture Associates III, L.L.C., the General Partner of Storm Ventures Fund III, L.P.</u>	<u>05/16/2013</u>
<u>/s/ Tae Hae Nahm, a Managing Member of Storm Venture Associates III, L.L.C., the General Partner of Storm Ventures Affiliates Fund III, L.P.</u>	<u>05/16/2013</u>
<u>/s/ Tae Hae Nahm, a Managing Member of Storm Venture Associates III, L.L.C., the Managing Member of Storm Ventures Principals Fund III, L.L.C.</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.