

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-05-16** | Period of Report: **2013-05-16**
SEC Accession No. [0001104659-13-042519](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

Phelps Dennis B

CIK: **1299965**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852535**

Mailing Address
3000 SAND HILL ROAD
2-250
MENLO PARK CA 94025

Harrick Stephen J

CIK: **1299975**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852537**

Mailing Address
3000 SAND HILL ROAD
2-250
MENLO PARK CA 94025

Chaffee Todd C

CIK: **1300134**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852539**

Mailing Address
3000 SAND HILL ROAD
2-250
MENLO PARK CA 94025

Miller J Sanford

CIK: **1359524**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852536**

Mailing Address
3000 SAND HILL ROAD
BUILDING 2, 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

FOGELSONG NORMAN A

CIK: **1140932**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852538**

Mailing Address
C/O IVP
3000 SAND HILL ROAD,
2-250
MENLO PARK CA 94025

Mailing Address

Business Address

Institutional Venture Partners XII LP

CIK:**1402289** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852542**

3000 SAND HILL RD
BUILDING 2, SUITE 250
MENLO PARK CA 94025

3000 SAND HILL RD
BUILDING 2, SUITE 250
MENLO PARK CA 94025
650-854-0132

Institutional Venture Management XII, LLC

CIK:**1412031** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852543**

Mailing Address
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK CA 94025

Business Address
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK CA 94025
(650) 854-0132

Institutional Venture Management XIII, LLC

CIK:**1493921** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852541**

Mailing Address
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK CA 94025

Business Address
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK CA 94025
(650) 854-0132

Institutional Venture Partners XIII, L.P.

CIK:**1493922** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35909** | Film No.: **13852540**

Mailing Address
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK CA 94025

Business Address
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK CA 94025
(650) 854-0132

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>Institutional Venture Management XII, LLC</u> (Last) (First) (Middle) C/O INSTITUTIONAL VENTURE PARTNERS, 3000 SAND HILL RD, BUILDING 2, SUITE 250 (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)
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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 E Convertible Preferred Stock	(1)	(1)	Common Stock	1,502,264	(1)	I	See footnote (2)
Series F Convertible Preferred Stock	(3)	(3)	Common Stock	378,788	(3)	I	See footnote (2)
Series E Convertible Preferred Stock	(1)	(1)	Common Stock	1,502,264	(1)	I	See footnote (4)
Series F Convertible Preferred Stock	(3)	(3)	Common Stock	378,788	(3)	I	See footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships
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	Director	10% Owner	Officer	Other
Institutional Venture Management XII, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Partners XII LP C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Management XIII, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Partners XIII, L.P. C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Chaffee Todd C C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
FOGELSONG NORMAN A C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Harrick Stephen J C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Miller J Sanford C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Phelps Dennis B C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		

Explanation of Responses:

1. 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.
2. The shares are held of record by Institutional Venture Partners XII, L.P. ("IVP XII"). Institutional Venture Management XII LLC ("IVM XII") is the general partner of IVP XII. Todd C. Chaffee, Norman A. Fogelsong, Stephen J. Harrick, J. Sanford Miller and Dennis B. Phelps, as the managing directors of IVM XII, may be deemed to have shared voting and dispositive power with respect to the shares held by IVP XII. Each of these reporting individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective pecuniary interest therein.
3. 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.
4. The shares are held of record by Institutional Venture Partners XIII, L.P. ("IVP XIII"). Institutional Venture Management XIII LLC ("IVM XIII") is the general partner of IVP XIII. Todd C. Chaffee, Norman A. Fogelsong, Stephen J. Harrick, J. Sanford Miller and Dennis B. Phelps, as the managing directors of IVM XIII, may be deemed to have shared voting and dispositive power with respect to the shares held by IVP XIII. Each of these reporting individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective pecuniary interest therein.

Signatures

/s/ Melanie Chladek by power of attorney for Institutional Venture Management XII, LLC

05/16/2013

<u>/s/ Melanie Chladek by power of attorney for Institutional Venture Management XII, LLC, the General Partner of Institutional Venture Partners XII, L.P.</u>	<u>05/16/2013</u>
<u>/s/ Melanie Chladek by power of attorney for Institutional Venture Management XIII, LLC</u>	<u>05/16/2013</u>
<u>/s/ Melanie Chladek by power of attorney for Institutional Venture Management XIII, LLC, the General Partner of Institutional Venture Partners XIII, L.P.</u>	<u>05/16/2013</u>
<u>/s/ Melanie Chladek by power of attorney for Todd C. Chaffee</u>	<u>05/16/2013</u>
<u>/s/ Melanie Chladek by power of attorney for Norman A. Fogelsong</u>	<u>05/16/2013</u>
<u>/s/ Melanie Chladek by power of attorney for Stephen J. Harrick</u>	<u>05/16/2013</u>
<u>/s/ Melanie Chladek by power of attorney for J. Sanford Miller</u>	<u>05/16/2013</u>
<u>/s/ Melanie Chladek by power of attorney for Dennis B. Phelps</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.