

Marcus & Millichap, Inc.  
 Form 4  
 November 08, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Nadji Hessam**

(Last) (First) (Middle)

C/O MARCUS & MILLICHAP,  
 INC., 23975 PARK SORRENTO,  
 SUITE 400

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Marcus & Millichap, Inc. [MMI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/05/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	11/05/2016		M	34,408	A	Ⓐ	376,879	D	
Common Stock	11/05/2016		F	17,146	D	\$	23.99	359,733	D
				(2)					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Deferred Stock Unit	(1)	11/05/2016		M	34,408	(3)	(3)	Common Stock	34,408

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nadji Hessam C/O MARCUS & MILLICHAP, INC. 23975 PARK SORRENTO, SUITE 400 CALABASAS, CA 91302	X		Chief Executive Officer	

## Signatures

/s/ Robert H. Kennis, as attorney-in-fact for Hessam Nadji  
 \*\*Signature of Reporting Person  
 11/08/2016  
 Date

## Explanation of Responses:

- \* 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).
- (1) Each deferred stock unit represents a contingent right to receive one share of the Issuer common stock.
- (2) Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the above-reported settlement of DSUs. The amount of shares withheld is based on the closing sales prices on the date of settlement.
- (3) The deferred stock units vest immediately. The deferred stock units will be settled in the Issuer stock at a rate of 20% per year beginning one year from the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.