

MARIN SOFTWARE INC
Form SC 13G/A
February 12, 2018

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

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c)

and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Marin Software Incorporated

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

56804T205

(CUSIP Number)

December 31, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 56804T205

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1 NAMES OF REPORTING PERSONS

Temasek Holdings (Private) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** 0 SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0 SHARED DISPOSITIVE POWER

WITH:

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

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1 NAMES OF REPORTING PERSONS

Temasek Capital (Private) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
SHARED DISPOSITIVE POWER

WITH:

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

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1 NAMES OF REPORTING PERSONS

Seletar Investments Pte Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
SHARED DISPOSITIVE POWER

WITH:

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

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1 NAMES OF REPORTING PERSONS

Dunearn Investments (Mauritius) Pte Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Mauritius

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
SHARED DISPOSITIVE POWER

WITH:

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

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1 NAMES OF REPORTING PERSONS

Sennett Investments (Mauritius) Pte Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Mauritius

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
SHARED DISPOSITIVE POWER

WITH:

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 1(a). Name of Issuer:

Marin Software Incorporated

Item 1(b). Address of Issuer's Principal Executive Offices:

123 Mission Street, 27th Floor, San Francisco, California 94105, USA

Item 2(a). Name of Person Filing:

(i) Temasek Holdings (Private) Limited (Temasek Holdings).

(ii) Temasek Capital (Private) Limited (Temasek Capital), a wholly-owned subsidiary of Temasek Holdings.

(iii) Seletar Investments Pte Ltd (Seletar), a wholly-owned subsidiary of Temasek Capital.

(iv) Dunearn Investments (Mauritius) Pte Ltd (Dunearn), a wholly-owned subsidiary of Seletar.

(v) Sennett Investments (Mauritius) Pte Ltd (Sennett and, together with Temasek Holdings, Temasek Capital, Seletar and Dunearn, the Reporting Persons), a wholly-owned subsidiary of Dunearn.

Item 2(b). Address of Principal Business Office or, if none, Residence:

(i) 60B Orchard Road

#06-18 Tower 2, The Atrium@Orchard

Singapore 238891

(ii) 60B Orchard Road

#06-18 Tower 2, The Atrium@Orchard

Singapore 238891

(iii) 60B Orchard Road

#06-18 Tower 2, The Atrium@Orchard

Singapore 238891

(iv) c/o SGG Corporate Services (Mauritius) Ltd

33 Edith Cavell Street,

Port Louis, Republic of Mauritius 11324

(v) c/o SGG Corporate Services (Mauritius) Ltd

33 Edith Cavell Street,

Port Louis, Republic of Mauritius 11324

Item 2(c). Citizenship:

(i) Republic of Singapore

(ii) Republic of Singapore

- (iii) Republic of Singapore
- (iv) Republic of Mauritius
- (v) Republic of Mauritius

Item 2(d). Title of Class of Securities:

Common Stock, par value US\$0.001 per share (Common Stock).

Item 2(e). CUSIP Number:

56804T205

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

As of December 31, 2017, each of the Reporting Persons ceased to beneficially own any shares of Common Stock.

(b) Percent of class:

As of December 31, 2017, each of the Reporting Persons ceased to beneficially own any shares of Common Stock.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0.

(ii) Shared power to vote or to direct the vote:

0.

(iii) Sole power to dispose or to direct the disposition of:

0.

(iv) Shared power to dispose or to direct the disposition of:

0.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

CUSIP No. 56804T205

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2018

TEMASEK HOLDINGS (PRIVATE) LIMITED⁽¹⁾

By: /s/ Choo Soo Shen Christina
Name: Choo Soo Shen Christina
Title: Authorized Signatory

Dated: February 12, 2018

TEMASEK CAPITAL (PRIVATE) LIMITED⁽¹⁾

By: /s/ Cheong Kok Tim
Name: Cheong Kok Tim
Title: Director

Dated: February 12, 2018

SELETAR INVESTMENTS PTE LTD⁽¹⁾

By: /s/ Tabitha Sum Wei Ching
Name: Tabitha Sum Wei Ching
Title: Director

Dated: February 12, 2018

DUNEARN INVESTMENTS (MAURITIUS) PTE LTD⁽¹⁾

By: /s/ Rooksana Shahabally
Name: Rooksana Shahabally
Title : Director

Dated: February 12, 2018

SENNETT INVESTMENTS (MAURITIUS) PTE LTD⁽¹⁾

By: /s/ Rooksana Shahabally
Name: Rooksana Shahabally
Title: Director

⁽¹⁾ This amendment is being filed jointly by Temasek Holdings (Private) Limited, Temasek Capital (Private) Limited, Seletar Investments Pte Ltd, Dunearn Investments (Mauritius) Pte Ltd and Sennett Investments (Mauritius) Pte Ltd pursuant to the Joint Filing Agreement dated February 10, 2014 filed as an exhibit to the statement on Schedule 13G filed by Temasek Holdings (Private) Limited, Temasek Capital (Private) Limited, Seletar Investments Pte Ltd, Dunearn Investments (Mauritius) Pte Ltd and Sennett Investments (Mauritius) Pte Ltd with respect to the issuer on February 11, 2014.