

Marcus & Millichap, Inc.  
Form 8-K  
May 05, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 3, 2016**

**MARCUS & MILLICHAP, INC.**

**(Exact name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation)**

**001-36155**  
**(Commission**

**File Number)**  
**23975 Park Sorrento, Suite 400**

**35-2478370**  
**(I.R.S. Employer**

**Identification Number)**

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**Calabasas, California 91302**

**(Address of Principal Executive Offices including Zip Code)**

**(818) 212-2250**

**(Registrant's Telephone Number, including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On May 5, 2016, Marcus & Millichap, Inc. (the **Company**) issued a press release announcing its financial results for the first quarter ended March 31, 2016. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information furnished under this Item 2.02, including Exhibit 99.1, neither shall be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the **Exchange Act**) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 3, 2016, the Company held its 2016 Annual Meeting of Stockholders and its stockholders cast their votes on two proposals as follows:

Proposal 1: Election of Directors

The following individuals were elected to serve as directors for a three-year term ending with the 2019 Annual Meeting of Stockholders by the votes shown below:

|                   | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------|------------|-----------------|-------------------------|
| George M. Marcus  | 33,463,887 | 872,075         | 1,621,199               |
| George T. Shaheen | 33,582,397 | 753,565         | 1,621,199               |
| Don C. Watters    | 33,583,398 | 752,564         | 1,621,199               |

In addition, the incumbent members of our board, Hessam Nadji, Norma J. Lawrence, Nicholas F. McClanahan, and William A. Millichap, will continue to serve following the Annual Meeting.

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm for 2016

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2016 was ratified by the votes shown below:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes(1)</b> |
|------------|----------------|----------------|----------------------------|
| 35,805,896 | 140,858        | 10,407         | 0                          |

(1) Pursuant to the rules of the New York Stock Exchange, Proposal 2 constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
Number**

**Exhibit Title or Description**

|      |   |
|------|---|
| 99.1 | Press release issued by the Company entitled Marcus & Millichap, Inc. Reports Results For First Quarter 2016 dated May 5, 2016. |
|------|---|

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MARCUS & MILLICHAP, INC.**

Date: May 5, 2016

By: /s/ Martin E. Louie  
Martin E. Louie

*Chief Financial Officer*

**EXHIBIT INDEX**

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