

MARLIN BUSINESS SERVICES CORP
 Form 4
 May 26, 2015

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 *
 SULLIVAN MATTHEW J

2. Issuer Name and Ticker or Trading Symbol
 MARLIN BUSINESS SERVICES CORP [MRLN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O MARLIN BUSINESS SERVICES CORP., 300 FELLOWSHIP ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2015

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

(Street)
 MOUNT LAUREL, NJ 08054

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

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

(City) (State) (Zip)

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. 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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common stock	05/20/2015		M		3,704	A	\$ 7.66	23,548 ⁽¹⁾	D	
Common stock	05/21/2015		A		2,618 ⁽²⁾	A	⁽³⁾	26,166 ⁽⁴⁾	D	
Common Stock								439,465	I	See footnote ⁽⁵⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 7.17					10/28/2010 ⁽⁶⁾	10/28/2016	Common Stock	2,041
Option to Purchase Common Stock	\$ 7.66	05/20/2015		M	3,704	06/02/2009 ⁽⁶⁾	06/02/2015	Common Stock	3,704
Option to Purchase Common Stock	\$ 7.61					04/17/2012 ⁽⁷⁾	04/17/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SULLIVAN MATTHEW J
C/O MARLIN BUSINESS SERVICES CORP.
300 FELLOWSHIP ROAD
MOUNT LAUREL, NJ 08054

X

Signatures

/s/ Edward R. Dietz
Attorney-in-Fact

05/26/2015

**Signature of Reporting Person

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) Includes 19,844 restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.
- (2) Represents grant of restricted stock as part of the Company's Director compensation plan. The restrictions on these shares shall lapse upon the earlier of (i) seven years from the grant date and (ii) six months following the Director's termination of Board service.

(3) N/A

- (4) Includes 22,462 restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.

The 439,465 reported shares are owned by Peachtree CIP, L.P., whose general partner is Peachtree Equity Management, LLC (the "General Partner"). The reporting person is the Managing Director of the General Partner and could be deemed to be an indirect holder of

- (5) the reported shares. The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner or these shares for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- (6) Grant of options made pursuant to the Company's Director compensation plan. Date listed is the date of full vesting (which is one year from the date of grant). The options cliff vest on the first anniversary of the grant date.
- (7) Grant of options made pursuant to the Company's Director compensation plan. Date listed is the date of full vesting. Each grant vests 25% per year beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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