

MARCHEX INC
Form 4
December 23, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Caldwell Ethan A

(Last) (First) (Middle)

520 PIKE STREET, SUITE 2000

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MARCHEX INC [MCHX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

General Counsel & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	12/20/2013		A ⁽¹⁾⁽²⁾		37,500	A	\$ 0.01	383,807	D
Class B Common Stock	12/20/2013		A ⁽²⁾⁽³⁾		37,500	A	\$ 0.01	421,307	D
Class B Common Stock	12/20/2013		F ⁽⁴⁾		12,362	D	\$ 8.94	408,945	D

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

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.94	12/20/2013		A	37,500	(2)(5) 12/20/2023	Class B Common Stock	37,500
Employee Stock Option (right to buy)	\$ 8.94	12/20/2013		A	37,500	(2)(6) 12/20/2023	Class B Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Caldwell Ethan A 520 PIKE STREET SUITE 2000 SEATTLE, WA 98101	General Counsel & CAO

Signatures

Ethan A.
Caldwell
12/23/2013
Date

**Signature of
Reporting Person

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).

Restricted stock award effective December 20, 2013 (the "Grant Date"). The restricted stock has been issued in two separate tranches, representing approximately 50% ("Tranche A") and 50% ("Tranche B"), respectively, of such award. Such restricted stock shall vest on

- (1) the later of (a) the twelve month anniversary of the Grant Date (Tranche A) or the twenty-four month anniversary of the Grant Date (Tranche B), and (b) the last day of the first 20 consecutive trading day period after the Grant Date during which the average closing price of the Issuer's Class B Common Stock over such period is equal to or greater than \$9.00 (Tranche A) or \$9.50 (Tranche B).

One hundred percent (100%) of all performance and time based options and restricted stock not already vested as of the date hereof, shall become immediately vested upon the occurrence of both (a) a Change of Control (as defined in such reporting person's award

- (2) agreements), (b) followed by (i) a termination without cause of such reporting person's employment by the Issuer or any successor thereto, (ii) a Diminution in Duties (as defined in such reporting person's award agreements) with respect to the reporting person, or (iii) the twelve month anniversary of the occurrence of the Change of Control.

Restricted stock award effective the Grant Date. The restricted stock award vests in accordance with the following four year vesting

- (3) schedule: 25% of the total shares shall vest on each of the first, second, third and fourth annual anniversaries, respectively, of the Grant Date.

- (4) Exempt disposition to the Issuer under Rule 16b-3(e) to satisfy tax withholding obligations arising out of the vesting of restricted stock.

Option grant effective the December 20, 2013 (the "Option Grant Date"). The options have been issued in two separate tranches, representing approximately 50% ("Tranche A") and 50% ("Tranche B"), respectively, of such award. Such options shall vest on the later

- (5) of (a) the twelve month anniversary of the Option Grant Date (Tranche A) or the twenty-four month anniversary of the Option Grant Date (Tranche B), and (b) the last day of the first 20 consecutive trading day period after the Option Grant Date during which the average closing price of the Issuer's Class B Common Stock over such period is equal to or greater than \$9.00 (Tranche A) or \$9.50 (Tranche B).

- (6) Option grant effective the Option Grant Date. 25% of the options will vest on the first annual anniversary of the Option Grant Date. Thereafter, 1/12 of the remaining will vest quarterly thereafter for the following three years.

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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