

MARCHEX INC  
Form S-8  
March 12, 2014

As filed with the Securities and Exchange Commission on March 12, 2014

Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Marchex, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

**Marchex, Inc.**

35-2194038  
(I.R.S. Employer  
Identification No.)

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**520 Pike Street, Suite 2000**

**Seattle, WA 98101**

**(Address of Principal Executive Offices)**

**2012 Stock Incentive Plan**

**(Full title of the plan)**

**Russell C. Horowitz**

**Chairman and Chief Executive Officer**

**Marchex, Inc.**

**520 Pike Street, Suite 2000**

**Seattle, WA 98101**

**(206) 331-3300**

**(Name and address, including zip code and telephone number, including area code of agent for service)**

*Copies to:*

**Francis J. Feeney, Jr., Esq.**

**Michelle D. Paterniti, Esq.**

**DLA Piper LLP (US)**

**33 Arch Street, 26<sup>th</sup> floor**

**Boston, MA 02110**

**(617) 406-6000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
2012 Stock Incentive Plan Class B Common Stock, \$0.01 par value per share	1,924,511 Shares (2)	\$12.06 (3)	\$23,209,602.66	\$2,989.40
<b>TOTAL</b>	1,924,511 Shares	\$12.06	\$23,209,602.66	\$2,989.40

- (1) This registration statement shall also cover any additional shares of Class B common stock which become issuable under the plan being registered pursuant to this registration statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant's outstanding shares of Class B common stock.
- (2) Represents an increase in the number of shares authorized for issuance under the 2012 Stock Incentive Plan.
- (3) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The computation with respect to unissued options is based upon the average high and low sale prices of the Class B common stock as reported on the NASDAQ Global Select Market on March 6, 2014.

## INTRODUCTION

This Registration Statement on Form S-8 is filed by Marchex, Inc., a Delaware corporation ( "Marchex" or the "Company" ) to register an additional 1,924,511 shares of the Company's Class B common stock, par value \$0.01 per share, issuable under the Company's 2012 Stock Incentive Plan (the "Plan" ). This Registration Statement consists of only those items required by General Instruction E to Form S-8.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Not filed as part of this Registration Statement pursuant to the instructions to Part I of Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

In accordance with General Instruction E to Form S-8, the following documents previously filed by the Company with the Securities and Exchange Commission (the "Commission" ) are incorporated herein by reference and made a part hereof:

- (a) Registration Statement No. 333-181327 on Form S-8 as filed on May 11, 2012 relating to the Company's Plan;
- (b) Registration Statement No. 333-187469 on Form S-8 as filed on March 22, 2013 relating to the Company's Plan;
- (c) Our Annual Report on Form 10-K for the year ended December 31, 2013;
- (d) All other reports filed by the Company pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act" ) since the end of the fiscal year covered by the document referred to in (c) above; and
- (e) The description of the Company's Class B common stock contained in our Registration Statement on Form 8-A filed with the Commission under Section 12(g) of the Exchange Act on March 30, 2004, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents.

##### Item 8. Exhibit

###### Exhibit

Number	Description
4.1 *	2012 Stock Incentive Plan.

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- 5.1 Opinion of DLA Piper LLP (US).
- 23.1 Consent of DLA Piper LLP (US) (included in Exhibit 5.1).
- 23.2 Consent of KPMG LLP.
- 24.1 Power of Attorney (included on the signature page to this registration statement).

\* Incorporated by reference to Appendix A of Marchex, Inc.'s Definitive Proxy Statement on Form 14A as filed with the Commission on April 9, 2012 and incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on March 12, 2014.

Marchex, Inc.

By: **/s/ Russell C. Horowitz**  
**Russell C. Horowitz**  
**Chairman and Chief Executive Officer**

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Marchex, Inc., hereby severally constitute and appoint Russell C. Horowitz and Michael A. Arends, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Marchex, Inc. to comply with the provisions of the Securities Act, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying the confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Date
<b>/s/ Russell C. Horowitz</b> <b>Russell C. Horowitz</b> <b>Chairman and Chief Executive Officer</b>  <b>(Principal Executive Officer)</b>	March 12, 2014
<b>/s/ Michael A. Arends</b> <b>Michael A. Arends</b> <b>Chief Financial Officer</b>  <b>(Principal Financial Officer)</b>	March 12, 2014
<b>/s/ Michael M. Miller</b> <b>Michael M. Miller</b> <b>Senior VP Accounting and Corporate Controller</b>  <b>(Principal Accounting Officer)</b>	March 12, 2014

*/s/* **Dennis Cline** March 12, 2014  
**Dennis Cline**  
**Director**

*/s/* **Anne Devereux-Mills** March 12, 2014  
**Anne Devereux-Mills**  
**Director**

*/s/* **Nicolas J. Hanauer** March 12, 2014  
**Nicolas J. Hanauer**  
**Vice Chairman and Director**

*/s/* **M. Wayne Wishart** March 12, 2014  
**M. Wayne Wishart**  
**Director**

**INDEX TO EXHIBITS**

**Exhibit**

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\* Incorporated by reference to Appendix A of Marchex, Inc. 's Definitive Proxy Statement on Form 14A as filed with the Commission on April 9, 2012 and incorporated herein by reference.