

HOROWITZ RUSSELL C
Form 4
August 22, 2017

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 *
HOROWITZ RUSSELL C

(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)
08/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	08/21/2017		A		34,014 (1)	A	\$ 0.01 305,418
Class B Common Stock	08/21/2017		A		145,000 (2)	A	\$ 0.01 450,418
Class B Common Stock							5,000 I By IRA

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

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(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 of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 2.94	08/21/2017		A	95,000	(3) 08/21/2027	Class B Common Stock 95,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOROWITZ RUSSELL C 520 PIKE STREET SUITE 2000 SEATTLE, WA 98101	X	X	Executive Director	

Signatures

Russell C. Horowitz 08/22/2017

**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).

The restricted stock will vest in full on the earlier of August 21, 2018 or the date of the 2018 Annual Meeting of the Stockholders of the Issuer, assuming continued service on the Board for such period and with vesting in full of all such restricted shares upon a Change of Control (as defined in such reporting person's restricted stock agreement).

(2) Restricted stock award effective August 21, 2017 (the "Grant Date") with 100% of such shares vesting on the third annual anniversary of the Grant Date (assuming continued service as Executive Director on the vesting date) with accelerated vesting in full of all such shares in the event of a Change in Control (Issuer's standard double trigger provision) or death or disability (as defined in such reporting person's restricted stock agreement).

(3)

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Option grant effective on the Grant Date with such options vesting on the third annual anniversary of the Grant Date (assuming continued service as Executive Director on the vesting date) with accelerated vesting in full of all such options in the event of a Change in Control (Issuer's standard double trigger provision) or death or disability (as defined in such reporting person's option agreement).

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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