

**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)

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

520 Pike Street, Suite 2000
Seattle, WA 98101
(Address of Principal Executive Office)

2012 Stock Incentive Plan
(Full title of the plan)

Michelle Paterniti
General Counsel and Secretary
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.
DLA Piper LLP (US)
33 Arch Street, 26th 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. :

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2012 Stock Incentive Plan				
Class B Common Stock, \$0.01 par value per share	2,101,062 Shares (2)	\$4.85 (3)	\$10,190,151	\$1,235.05
TOTAL	2,101,062 Shares	\$4.85	\$10,190,151	1,235.05

- (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 22, 2019.
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INTRODUCTION

This Registration Statement on Form S-8 is filed by Marchex, Inc., a Delaware corporation (“Marchex” or the “Company”) to register an additional 2,101,062 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) Registration Statement No. 333-194508 on Form S-8 as filed on March 12, 2014 relating to the Company’s Plan;
- (d) Registration Statement No. 333-202868 on Form S-8 as filed on March 19, 2015 relating to the Company’s Plan;
- (e) Registration Statement No. 333-210367 on Form S-8 as filed on March 23, 2016 relating to the Company’s Plan;
- (f) Registration Statement No. 333-216935 on Form S-8 as filed on March 24, 2017 relating to the Company’s Plan;
- (g) Registration Statement No. 333-223898 on Form S-8 as filed on March 23, 2018 relating to the Company’s Plan;
- (h) Our Annual Report on Form 10-K for the year ended December 31, 2018;
- (i) 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 (g) above; and
- (j) 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. Exhibits.

Exhibit Number	Description
4.1 *	2012 Stock Incentive Plan.
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 Moss Adams LLP.
23.3	Consent of Grant Thornton 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 July 10, 2017 and incorporated herein by reference.

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 27, 2019.

MARCHEX, INC.

By: /s/ MICHAEL ARENDS

Michael Arends

**Chief Financial Officer and member of the Office of CEO
(Principal Executive Officer for SEC reporting purposes, Principal
Financial Officer and Principal Accounting Officer)**

POWER OF ATTORNEY

We, the undersigned officers and directors of Marchex, Inc., hereby severally constitute and appoint Michael Arends as our true and lawful attorney with full power 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 and confirming our signatures as they may be signed by our said attorney 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.

<u>Signature</u>	<u>Date</u>
<u> /s/ MICHAEL ARENDS </u> Michael Arends Chief Financial Officer and member of the Office of the CEO (Principal Executive Officer for SEC reporting purposes, Principal Financial Officer and Principal Accounting Officer)	March 27, 2019
<u> /s/ DENNIS CLINE </u> Dennis Cline Director	March 27, 2019
<u> /s/ ANNE DEVEREUX-MILLS </u> Anne Devereux-Mills Chairman and Director	March 27, 2019
<u> /s/ RUSSELL C. HOROWITZ </u> Russell C. Horowitz Executive Director and member of the Office of the CEO	March 27, 2019
<u> /s/ M. WAYNE WISEHART </u> M. Wayne Wisehart Director	March 27, 2019

March 27, 2019

Marchex, Inc.
520 Pike Street, Suite 2000
Seattle, WA 98101

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on March 27, 2019 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 2,101,062 shares of Class B Common Stock, par value \$0.01 per share, reserved for issuance under the Marchex, Inc. 2012 Stock Incentive Plan. Such shares of Class B Common Stock are referred to herein as the "Shares" and such plan is referred to herein as the "Plan". As your counsel in connection with the foregoing transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plan.

It is our opinion that, when issued and sold in the manner described in the Plan and pursuant to the agreements which accompany each grant under the Plan, the Shares will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

DLA PIPER LLP (US)

/s/ DLA PIPER LLP (US)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Marchex, Inc. (the "Company") of our reports dated March 18, 2019, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Marchex, Inc. and subsidiaries as of December 31, 2018, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Seattle, Washington
March 27, 2019

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated May 23, 2018 with respect to the financial statements of SITA Laboratories, Inc. d/b/a Callcap which are included in the Form 8-K/A of Marchex, Inc. filed on February 5, 2019 which is incorporated by reference into this Registration Statement. We consent to the incorporation by reference of said report in the Registration Statement of Marchex, Inc. on this Form S-8.

/s/ GRANT THORNTON LLP
Kansas City, Missouri
March 27, 2019