

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

FORM 10-K/A
(Amendment No. 2)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 000-50658

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, Washington 98101
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (206) 331-3300
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Class B Common Stock,
\$0.01 par value per share

Name of Exchange on Which Registered
The NASDAQ Stock Market LLC
(NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$102,428,153 as of June 30, 2016 based upon the closing sale price on the NASDAQ Global Select Market reported for such date. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

There were 5,056,136 shares of the registrant's Class A common stock issued and outstanding as of April 18, 2017 and 38,152,254 shares of the registrant's Class B common stock issued and outstanding as of April 18, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are incorporated by reference into the following parts of this Form 10-K/A: None.

EXPLANATORY NOTE

Marchex, Inc. (the “Company,” “we,” “us,” “our,” or “Marchex”) is filing this Amendment No. 2 on Form 10-K/A (“Amendment No. 2”) to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the “Original Form 10-K”), as filed with the United States Securities and Exchange Commission (the “SEC”) on March 8, 2017, and as amended by Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) as filed with the SEC on April 27, 2017 (collectively, the Original Form 10-K and Amendment No. 1, the “Prior 10-K Filings”). The purpose of this Amendment No. 2 is to include Exhibit 23.1 (Consent of Independent Registered Public Accounting Firm), which was inadvertently omitted from the Original Form 10-K.

Except as described above, no changes have been made to the Prior 10-K Filings and this Amendment No. 2 does not modify, amend, or update in any way any of the financial or other disclosures presented in the Prior 10-K Filings. Pursuant to Rule 12b-15 under the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), new certifications of our principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 are attached, each as of the filing date of this Amendment No. 2. This Amendment No. 2 should be read in conjunction with our Prior 10-K Filings and with our filings with the SEC subsequent to our Prior 10-K Filings, including any amendments to those filings.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) (3) Exhibits

The exhibits listed in the exhibit index of the Prior 10-K Filings and the exhibits listed in the exhibit index of this Amendment No.2 are filed with, or incorporated by reference in, this report.

EXHIBIT INDEX

The following exhibits are included in this Amendment No.2 (and are numbered in accordance with Item 601 of Regulations S-K). Pursuant to Item 601(a)(2) of Regulation S-K.

Exhibit Number	Description of Document
†23.1	Consent of Independent Registered Public Accounting Firm.
†31(i)	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†31(ii)	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

†Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MARCHEX, INC.

By:

/s/ MICHAEL A. ARENDS

Michael A. Arends
Chief Financial Officer and member of the Office of the CEO
(Principal Financial and Accounting Officer)

Date: March 14, 2018

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Marchex, Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 333-210367, 333-202868, 333-194509, 333-194508, 333-187469, 333-116867, 333-123753, 333-132957, 333-141797, 333-149790, 333-158394, 333-165536, 333-172967, 333-180212, and 333-181327) on Form S-8 of Marchex, Inc. of our reports dated March 8, 2017, with respect to the consolidated balance sheets of Marchex, Inc. as of December 31, 2015 and 2016, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, which reports appear in the December 31, 2016 annual report on Form 10-K of Marchex, Inc.

/s/ KPMG LLP
Seattle, Washington
March 8, 2017

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

Principal Executive Officer

I, Ethan Caldwell, certify that:

1. I have reviewed this Amendment No. 2 to the Annual Report on Form 10-K of Marchex, Inc. for the fiscal year ended December 31, 2016; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 14, 2018

/S/ ETHAN CALDWELL

Ethan Caldwell

**Chief Administrative Officer, General Counsel and Corporate Secretary and
member of the Office of the CEO and designated Principal Executive Officer
for SEC reporting purposes
(Principal Executive Officer)**

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

Principal Financial Officer

I, Michael A. Arends, certify that:

1. I have reviewed this Amendment No. 2 to the Annual Report on Form 10-K of Marchex, Inc. for the fiscal year ended December 31, 2016; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 14, 2018

/S/ MICHAEL A. ARENDS

Michael A. Arends

**Chief Financial Officer and member of the Office of the CEO
(Principal Financial Officer)**