# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# FORM 8-K

# **CURRENT REPORT** PURSUANT TO SECTION 13 OR 15(d) OF THE **SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): October 24, 2007

# Marchex, Inc. (Exact name of Registrant as Specified in its Charter)

**Delaware** (State or other jurisdiction of incorporation)

000-50658 (Commission File Number)

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

413 Pine Street Suite 500 Seattle, Washington 98101 (Address of Principal Executive Offices)

(206) 331-3300 (Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):	
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
7	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) On October 23, 2007, Nicolas J. Hanauer ("Hanauer") was appointed to the Board of Directors of Marchex, Inc. (the "Company") as Vice Chairman, effective October 24, 2007. In connection with such appointment, the Compensation Committee approved the grant of a non-qualified stock option to Hanauer to purchase 300,000 shares of the Company's Class B common stock under the Company's Amended and Restated 2003 Stock Incentive Plan effective October 29, 2007 (the "Grant Date"). The non-qualified stock option will have an exercise price equal to the closing price of the Company's Class B Common Stock on the Nasdaq Global Market on the Grant Date and will vest in accordance with the following vesting schedule assuming continued board service on the applicable vesting date: 25% of the aggregate amount of such shares will vest quarterly thereafter over the next three year period in equal increments of 6.25% of the aggregate amount of such shares with accelerated vesting upon certain events as set forth in such non-qualified stock option agreement. In connection with such appointment, the Company has entered into a director indemnification agreement with Hanauer.

There is no arrangement or understanding between Hanauer and any other person pursuant to which he was selected as a director of the Company. There are no transactions in which Hanauer has an interest requiring disclosure under Item 404(a) of Regulation S-K.

## Item 7.01 Regulation FD Disclosure

On October 25, 2007, the Company issued a press release regarding the appointment of Hanauer to the Board of Directors of the Company as Vice Chairman. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Pescription
99.1 Press Release dated October 25, 2007.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 25, 2007 MARCHEX, INC.

By: /s/ Russell C. Horowitz

Name: Russell C. Horowitz

Title: Chairman and Chief Executive Officer

EXHIBIT INDEX

Exhibit No. 99.1 Description
Press Release dated October 25, 2007.

#### Marchex Names Nicolas J. Hanauer Vice Chairman of its Board of Directors

SEATTLE, WA – October 25, 2007 – Marchex, Inc. (NASDAQ: MCHX, MCHXP), a local advertising company and leading publisher of local content, today announced it has named Nicolas J. Hanauer vice chairman of its Board of Directors. A pioneer in the online industry, Hanauer was the founder and chairman of aQuantive (formerly Avenue A Media, Inc.), a leading global digital marketing company, which was acquired by Microsoft in July 2007. He also previously served as its CEO.

"Nick's track record of success in identifying and executing against revolutionary advertising and consumer-focused opportunities, from Amazon to aQuantive, makes him the ideal addition to Marchex's Board of Directors," said Russell C. Horowitz, Chairman and CEO. "His experience, leadership and in-depth understanding of consumers, technology and advertising will provide significant value across our entire organization."

"I have been very fortunate to be involved with a number of transformational online markets and companies. The local online market is forecast to reach \$19 billion in the next five years¹ and I believe Marchex has the strategy, assets and talent needed to fully capitalize on this massive opportunity," said Hanauer. "I look forward to working actively with the management team and board to help the company become the local market leader."

Hanauer has extensive experience building and investing in leading companies. In 1995, he became a founding investor in Amazon.com and served as a board advisor until 2000. He founded aQuantive in 1996 and served as its CEO from June 1998 to September 1999 and chairman of the board from June 1998 until its acquisition by Microsoft in July 2007. In 1998, he co-founded Gear.com, which was later purchased by Overstock.com. Hanauer is currently a partner at Second Avenue Partners, a Seattle-based venture capital firm he co-founded in 2000.

Hanauer began his professional career at the Pacific Coast Feather Company in Seattle where he held a number of executive positions, including CEO and cochairman, and helped grow the company from several million dollars in sales to more than \$300 million.

A Seattle resident, Hanauer received a Bachelor of Arts degree in Philosophy from the University of Washington. He currently serves as a director or board advisor to House Values.com, Pacific Coast Feather Company, the Initu group, and Qliance.

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#### About Marchex, Inc.

Marchex (<u>www.marchex.com</u>) is a local advertising company and leading publisher of local content. Marchex's innovative advertising platform delivers search-and call-based marketing products and services for local and national advertisers. Marchex's local content network, one of the largest online, helps consumers make better, more informed local decisions through its network of content-rich Web sites that reach tens of millions of unique visitors each month.

#### **Safe Harbor Statement**

This press release contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this press release regarding our strategy, future operations, future financial position, future revenues,

projected costs, prospects, plans and objectives of management are forward-looking statements. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. There are a number of important factors that could cause Marchex's actual results to differ materially from those indicated by such forward-looking statements which are described in the "Risk Factors" section of our most recent periodic report and registration statement filed with the SEC. We disclaim any intention or obligation to update any forward-looking statements.

For further information, contact:

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