Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Internal Revenue Service Part Reporting Issuer 2 Issuer's employer identification number (EIN) Issuer's name 35-2194038 Marchex, Inc. 3 Name of contact for additional information 4 Telephone No. of contact 5 Email address of contact Investor Relations (206) 331-3600 IR@marchex.com 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and Zip code of contact 520 Pike Street, Suite 2000 Seattle, WA 98101 8 Date of action 9 Classification and description November 18, 2014 Cash distribution to holders of Class A Common Stock and Class B Common Stock 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) **MCHX** Organizational Action Attach additional statements if needed. See back of form for additional questions. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On November 18, 2014, Marchex, Inc. paid a cash distribution of two cents (\$0.02) per Class A Common Stock and Class B Common Stock to shareholders of record on November 7, 2014. The Company's Board of Directors declared the regular quarterly dividend on October 17, 2014, payable to the holders of record as of the close of business on November 7, 2014. The aggregate amount of the cash distribution to both classes was \$856,876. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per 15 share or as a percentage of old basis ▶ The cash distribution of two cents (\$0.02) per Class A Common Stock is a return of capital distribution to the extent of the shareholder's basis in the stock. The shareholder should reduce the tax basis in each Class A Common Stock by two cents (\$0.02) but not below zero. The cash distribution of two cents (\$0.02) per Class B Common Stock is a return of capital distribution to the extent of the shareholder's basis in the stock. The shareholder should reduce the tax basis in each Class B Common Stock by two cents (\$0.02) but not below zero. Distributions to shareholders in excess of current and accumulated earnings and profits of a corporation reduce the basis of the shares of the corporation pursuant to Internal Revenue Code section 301(c)(2) and section 316(a). Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► The Company determined that its current and accumulated earnings and profits were deficits as of November 18, 2014. See the description in section 15 above.

Part | Organizational Action (continued)

17 Li	st the	applicable Internal Revenue Code section	n(s) and subsection(s) upon wh	nich the tax treatment is b	ased ▶	
The taxation of distributions to shareholders of a corporation is determined under Internal Revenue Code (IRC) section 301.						
Specific	cally,	IRC section 301(c)(2) provides that dis	tributions by a corporation fi	rom other than current e	earnings and profits or accumulated	
earning	gs and	profits is a return of capital distribution	on to the extent of the shareh	nolder's basis in the stoo	ck.	
IRC section 301(c)(3) provides that distributions in excess of the shareholder's basis in the stock is a gain from the sale or exchange.						
IRS sec	ction 3	316(a)(1) provides that a corporation is	to determine current earning	gs and profits and section	on 316(a)(2) provides that a	
corpora	corporation is to determine accumulated earnings and profits.					
As of th	he dat	e of the distribution to shareholders or	n November 18, 2014, Marche	ex, Inc. did not have cur	rent earnings and profits or	
accumi	ulated	l earnings and profits.				
18 C	an any	y resulting loss be recognized? ►				
No loss can be recognized by the shareholder as a result of the cash distributions made on November 18, 2014.						
19 Pr	rovide	any other information necessary to imple	ement the adjustment such as	the reportable tax year		
	rovido	any other memation necessary to imple	mont the adjustment, each as	the reportable tax year p		
Shareholders should take this information into consideration when preparing income tax returns for the 2014 calendar tax year or a fiscal tax						
year that includes the date of November 18, 2014.						
		er penalties of perjury, I declare that I have exa				
٥:	belle	f, it is true, correct, and complete. Declaration of	or preparer (other than officer) is ba	sed on all information of which	on preparer has any knowledge.	
Sign					-18-14	
Here Signature ▶ Date ▶				-18-14		
	Print	your name ► Divina Segui	Dronovovla -tt		, Financial Reporting, Tax & Compl.	
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN	
Prepa	arer				self-employed	
Use C	Only	Firm's name ►			Firm's EIN ▶	
0		Firm's address ►	To December 1 CO T	o lateral B	Phone no.	
Send Fo	orm 89	937 (including accompanying statements)	to: Department of the Treasur	y, Internal Revenue Servio	ce, Ugden, UT 84201-0054	