## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Washington, D.O. 200 |
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OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |  |               |  | -   | 2 200.0                                      | 30(. | .,  |                 |                                     |  |   | -                                 |   |   |                     |   |        |                                   |  |
|--|---|--|---------------|--|---|--|------|---|-----------------|-------------------------------------|--|---|-----------------------------------|---|---|---------------------|---|--------|-----------------------------------|--|
| Name and Address of Reporting Person*     Edenbrook Capital, LLC                 |   |  |               | 2. Issuer Name and Ticker or Trading Symbol MARCHEX INC [ MCHX ] |   |  |      |   |                 |                                     |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner  Officer (also title) |                                   |   |   |                     |   |        |                                   |  |
| (Last) (First) (Middle) 116 RADIO CIRCLE SUITE 202                               |   |  |               | 12/  | 3. Date of Earliest Transaction (Month/Day/Year) 12/18/2019 |  |      |   |                 |                                     |  |   |                                   | Officer (give title Other (specify below)   |   |                     |   |        |                                   |  |
| (Street) MOUNT KISCO NY 10549  |   |  |               | -   4. If  | If Amendment, Date of Original Filed (Month/Day/Year)       |  |      |   |                 |                                     |  |   |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person |   |                     |   |        |                                   |  |
| (City) (State) (Zip)   |   |  |               |  |   |  |      |   |                 |                                     |  |   |                                   |   |   |                     |   |        |                                   |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |  |               |  |   |  |      |   |                 |                                     |  |   |                                   |   |   |                     |   |        |                                   |  |
| 1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/                 |   |  |               | Execution Date,  |   |  |      | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and |                 |                                     | 5. Amount of<br>Securities<br>Beneficially<br>Owned Follow<br>Reported |   | ,                                 | Form: D<br>(D) or In  |   | Indire<br>Benef     | ficial<br>ership  |        |                                   |  |
|  |   |  |               |  |   |  |      |   | Code            | v                                   | Amount   | (A) or<br>(D)   | Price                             |   | Transaction(s)<br>(Instr. 3 and 4)                      |                     |   | . 4)   |                                   |  |
| Class B cor<br>Stock')   | mmon stock  | r, par \$0.01 ('Con                        | mmon          | 12/18/2  | 2019  |  |      |   | P               |                                     | 30,000   | A   | \$3.79                            | 72  | 5,234,7   | 784                 | ]   | ]      | See<br>footi                      | notes(1)(3)  |
| Common S   | tock  |  |               | 12/18/2  | 2019  |  |      |   | P               |                                     | 1,949  | A   | \$3.61                            | 72  | 5,236,7   | l fo                |   |        | notes(1)(3)                       |  |
| Common S   | tock  |  |               |  |   |  |      |   |                 |                                     |  |   |                                   |   | 948,263   |                     | 53 I  |        | See footnotes <sup>(2)(3)</sup>   |  |
|  |   | -  | Table I       |  |   |  |      |   |                 |                                     | sposed of<br>, convert   |   |                                   |   | Owned   |                     |   |        |                                   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | Execut if any |  |   | Fransaction of Code (Instr. B) Se Ac (A) Dis |      | of Expirati   |                 | Exercisable and ion Date (Day/Year) |  | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4)                       |                                   | ,   | Derivative Security (Instr. 5) Benef Owner Follow Repor |                     | rities Form: ficially Direct or Indi wing (I) (Ins rted action(s) |        | hip I<br>E<br>D) (<br>ect (       | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |               |  | Code  | v  | (A)  | (D)   | Date<br>Exercis | able                                | Expiration<br>Date   | Title   | Amoun<br>or<br>Number<br>of Share | r   |   |                     |   |        |                                   |  |
| Put Option<br>(Obligation<br>to buy)   | \$3.5   |  |               |  |   |  |      |   | 12/16/2         |                                     | 09/18/2020   | Common<br>Stock   | 129,00                            |   |   | 1,29                | 00(8)   | I      | S                                 | See<br>footnote <sup>(1)(3)</sup>                                  |
| Put Option<br>(Obligation<br>to buy)   | \$3.5   |  |               |  |   |  |      |   | 12/16/2         | 2019                                | 09/18/2020   | Common<br>Stock   | 21,00                             | 00  |   | 210 <sup>(9)</sup>  |   | I      |                                   | See<br>footnote <sup>(2)(3)</sup>                                  |
| Call<br>Option(Right<br>to Buy)  | \$4.5   |  |               |  |   |  |      |   | 08/12/2         | 2019                                | 06/19/2020   | Common<br>Stock   | 42,50                             | 00  | 42  |                     | 425 <sup>(6)</sup> I  |        | See<br>Footnote <sup>(1)(3)</sup> |  |
| Call<br>Option(Right<br>to Buy)  | \$4.5   |  |               |  |   |  |      |   | 08/12/2         | 2019                                | 06/19/2020   | Common<br>Stock   | 7,500                             | 0   |   | 75 <sup>(7)</sup>   |   | j(7) I |                                   | See<br>Footnote <sup>(2)(3)</sup>                                  |
| Put Option<br>(Obligation<br>to Buy)   | \$3   |  |               |  |   |  |      |   | 08/09/2         | 2019                                | 06/19/2020   | Common<br>Stock   | 255,00                            | 00  |   | 2,55                | 50 <sup>(4)</sup>   | I      | f                                 | See<br>footnote <sup>(1)(3)</sup>                                  |
| Put Option<br>(Obligation<br>to Buy)   | \$3   |  |               |  |   |  |      |   | 08/09/2         | 2019                                | 06/19/2020   | Common<br>Stock   | 45,00                             | 00  |   | 450                 | 0 <sup>(5)</sup>  | I      | f                                 | See<br>footnote <sup>(2)(3)</sup>                                  |
| Put Option<br>(Obligation<br>to Buy)   | \$3.5   |  |               |  |   |  |      |   | 08/08/2         | 2019                                | 03/20/2020   | Common<br>Stock   | 255,00                            | 00  |   | 2,55                | 50 <sup>(4)</sup>   | I      | f                                 | See<br>footnote <sup>(1)(3)</sup>                                  |
| Put Option<br>(Obligation<br>to Buy)   | \$3.5   |  |               |  |   |  |      | 08/08/2019 03/20  |                 | 03/20/2020                          | Common<br>Stock  | 45,000  |                                   |   | 450   | 50 <sup>(5)</sup> I |   | f      | See<br>footnote <sup>(2)(3)</sup> |  |
| Put Option<br>(Obligation<br>to buy)   | \$3.5   |  |               |  |   |  |      |   | 06/04/2019      |                                     | 12/20/2019   | Common<br>Stock   |                                   |   |   | 1,24                | 1,245 <sup>(4)</sup> I  |        | See footnote <sup>(1)(3)</sup>    |  |
| Put Option<br>(Obligation<br>to buy)   | \$3.5   |  |               |  |   |  |      |   | 06/04/2         | 2019                                | 12/20/2019   | Common<br>Stock   | 25,50                             | 00  |   | 255                 | 5 <sup>(5)</sup>  | I      | f                                 | See<br>footnote <sup>(2)(3)</sup>                                  |

1. Name and Address of Reporting Person\*

Edenbrook Capital, LLC

| (Last)                                | (First)  | (Middle)            |  |  |  |  |  |  |  |  |
|---------------------------------------|--|---------------------|--|--|--|--|--|--|--|--|
| 116 RADIO CIRCLE                      |  |                     |  |  |  |  |  |  |  |  |
| SUITE 202                             |  |                     |  |  |  |  |  |  |  |  |
| (Street)                              |  |                     |  |  |  |  |  |  |  |  |
| MOUNT KISCO                           | NY   | 10549               |  |  |  |  |  |  |  |  |
| -                                     |  |                     |  |  |  |  |  |  |  |  |
| (City)                                | (State)  | (Zip)               |  |  |  |  |  |  |  |  |
| Name and Address of Reporting Person* |  |                     |  |  |  |  |  |  |  |  |
| <u>EDENBROOK</u>                      | LONG ONLY VA   | <u>LUE FUND, LP</u> |  |  |  |  |  |  |  |  |
| (Last)                                | (First)  | (Middle)            |  |  |  |  |  |  |  |  |
| l ` ′                                 | 116 RADIO CIRCLE                                       |                     |  |  |  |  |  |  |  |  |
| SUITE 202                             |  |                     |  |  |  |  |  |  |  |  |
| (Street)                              |  |                     |  |  |  |  |  |  |  |  |
| MOUNT KISCO                           | NY   | 10549               |  |  |  |  |  |  |  |  |
| (City)                                | (State)  | (Zip)               |  |  |  |  |  |  |  |  |
|                                       |  | ,                   |  |  |  |  |  |  |  |  |
| Brolin Jonathan                       | Name and Address of Reporting Person*  Brolin Jonathan |                     |  |  |  |  |  |  |  |  |
|                                       |  |                     |  |  |  |  |  |  |  |  |
| (Last)                                | (First)  | (Middle)            |  |  |  |  |  |  |  |  |
| 116 RADIO CIRCLE                      |  |                     |  |  |  |  |  |  |  |  |
| SUITE 202                             |  |                     |  |  |  |  |  |  |  |  |
| (Street)                              |  |                     |  |  |  |  |  |  |  |  |
| MOUNT KISCO                           | NY   | 10549               |  |  |  |  |  |  |  |  |
| (City)                                | (State)  | (Zip)               |  |  |  |  |  |  |  |  |

## **Explanation of Responses:**

- 1. These securities are held in the account of Edenbrook Long Only Value Fund, LP, a private fund managed by Edenbrook Capital, LLC and may be deemed to be beneficially owned by Edenbrook Capital, LLC by virtue of its role as the investment manger of such private fund. In addition, Jonathan Brolin may be deemed to be a beneficial owner of such securities by virtue of his role as managing member of Edenbrook Capital, LLC.
- 2. These securities are held in the account of a private fund managed by Edenbrook Capital, LLC and may be deemed to be beneficially owned by Edenbrook Capital, LLC by virtue of its role as the investment manager of such private fund. In addition, Jonathan Brolin may be deemed to be a beneficial owner of such securities by virtue of his role as managing member of Edenbrook Capital, LLC.
- 3. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- 4. As previously disclosed, Edenbrook Long Only Value Fund, LP wrote 1,245, 2550 and 2550 put option contracts expiring in December 2019, March 2020 and June 2020, respectively, which provide that Edenbrook Long Only Value Fund, LP will be required to purchase shares of common stock at the stated strike price if the counterparty exercises such put options.
- 5. As previously disclosed, a private fund managed by Edenbrook Capital, LLC wrote 255, 450 and 450 put option contracts expiring in December 2019, March 2020 and June 2020, respectively, which provide that the private fund will be required to purchase shares of common stock at the stated strike price if the counterparty exercises such put options.
- 6. As previously disclosed, Edenbrook Long Only Value Fund, LP bought 425 call option contracts expiring in June 2020 which provide that Edenbrook Long Only Value Fund, LP will have the right to purchase shares of common stock at the stated strike price.
- 7. As previously disclosed, a private fund managed by Edenbrook Capital, LLC bought 75 call option contracts expiring in June 2020 which provide that the private fund will have the right to purchase shares of common stock at the stated price.
- 8. Edenbrook Long Only Value Fund, LP wrote 1290 put option contracts expiring in September 2020 which provide that Edenbrook Long Only Value Fund, LP will be required to purchase shares of common stock at the stated strike price.
- 9. A private fund managed by Edenbrook Capital, LLC wrote 210 put option contracts expiring in September 2020 which provide that the private fund will be required to purchase shares of common stock at the stated strike price.

Edenbrook Capital, LLC; By:
/s/ Jonathan Brolin, Managing
Member
/s/ Jonathan Brolin
Edenbrook Long Only Value
Fund, LP, By: /s/ Jonathan
Brolin, Managing Member of
Edenbrook Capital Partners,
LLC

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.