FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

| | | | | | | | , | | | | | | | | | | | | |
|--|---|--|-----------|--|--|---|--------|---|-----------------|------------------|--|-----------------|---|---|--|----------------------|---|------------------------------------|---|
| 1. Name and Address of Reporting Person* <u>Edenbrook Capital, LLC</u> | | | | | | 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 (size title) | | | | | |
| (Last) (First) (Middle) 2 DEPOT PLAZA 4TH FL | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/24/2019 | | | | | | | | | Office below) | r (give title | e | Oth belo | er (specify ow) |
| (Street) BEDFORD HILLS NY 10507 | | | | 4. If | 4. 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) | (Sta | ite) (| Zip) | | | | | | | | | | | | | | | | |
| | | Tab | ole I - N | lon-Der | ivativ | e Sec | curiti | es A | cquire | d, D | isposed | of, or B | enefici | ally | y Owned | | | | |
| 1. Title of Security (Instr. 3) | | | | 2. Transad Date (Month/Da | | Exec Year) if any | | Deemed cution Date, y nth/Day/Year) | | iction Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and | | | Beneficially Owned Following Reported | | owing | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Cl. P | | #0.04.4G | | | | | | | Code | V | Amount | (A) or (D) | Price | _ | Transaction (Instr. 3 and | | | | 0 |
| Class B common stock, par \$0.01 ('Common Stock') | | | | 09/24/2019 | | | | P | | 11,273 | A | \$3.265 | 57 | 4,784,0 |)28 | I | | See footnotes ⁽¹⁾⁽³⁾ | |
| Common Stock | | | | 09/25/2019 | | | | P | | 52,400 | A | \$3.317 | 77 | 4,836,4 | 128 | I | | See footnotes ⁽¹⁾⁽³⁾ | |
| Common Stock | | | | | | | | | | | | | | | 948,2 | 263 | | | See footnotes ⁽²⁾⁽³⁾ |
| | | - | Table I | | | | | | | | sposed o | | | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | e of ivative (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Securit ivative Acquire | | vative irities ired r osed) r. 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | | | 10. Ownersi Form: Direct (D or Indire (I) (Instr. | Beneficial Ownership ct (Instr. 4) | | | | |
| | | | | | Code | v | (A) | (D) | Date Exercis | able | Expiration Date | Title | Amount or Number of Share | r | | | | | |
| Call Option(Right to Buy) | \$4. 5 | | | | | | | | 08/12/2 | 2019 | 06/19/2020 | Common Stock | 42,50 | 00 | | 425 | (6) | I | See Footnote ⁽¹⁾⁽³⁾ |
| Call Option(Right to Buy) | \$4.5 | | | | | | | | 08/12/2 | 2019 | 06/19/2020 | Common Stock | 7,500 | 0 | | 75 ⁽ | 7) | I | See Footnote ⁽²⁾⁽³ |
| Put Option (Obligation to Buy) | \$3 | | | | | | | | 08/09/2 | 2019 | 06/19/2020 | Common Stock | 255,00 | 00 | | 2,550 ⁽⁴⁾ | | I See footnote ⁽¹⁾ | |
| Put Option (Obligation to Buy) | \$3 | | | | | | | | 08/09/2 | 2019 | 06/19/2020 | Common Stock | 45,00 | 00 | | 450 | (5) | I | See footnote ⁽²⁾⁽³⁾ |
| Put Option (Obligation to Buy) | \$3.5 | | | | | | | | 08/08/2 | 2019 | 03/20/2020 | Common Stock | 255,00 | 00 | | 2,550 |) ⁽⁴⁾ | I | See footnote ⁽¹⁾⁽³⁾ |
| Put Option (Obligation to Buy) | \$3.5 | | | | | | | | 08/08/2 | 2019 | 03/20/2020 | Common Stock | 45,00 | 00 | | 450 | (5) | I | See footnote ⁽²⁾⁽³⁾ |
| Put Option (Obligation to buy) | \$3.5 | | | | | | | | 06/04/2 | 2019 | 12/20/2019 | Common Stock | 124,50 | 00 | | 1,245 | 5(4) | I | See footnote ⁽¹⁾⁽³⁾ |
| Put Option (Obligation to Buy) | \$4 | | | | | | | | 06/04/2 | 2019 | 12/20/2019 | Common Stock | 124,50 | 00 | | 1,245 | 5 ⁽⁴⁾ | I | See footnote ⁽¹⁾⁽³⁾ |
| Put Option (Obligation to buy) | \$3.5 | | | | | | | | 06/04/2 | 2019 | 12/20/2019 | Common Stock | 25,50 | 00 | | 255 | (5) | I | See footnote ⁽²⁾⁽³⁾ |
| Put Option (Obligation to buy) | \$4 | | | | | | | | 06/04/2 | 2019 | 12/20/2019 | Common Stock | 25,50 | 00 | | 255 | (5) | I | See footnote ⁽²⁾⁽³⁾ |

| Edenbrook Capi | tal, LLC | | | | | | | |
|--|----------|----------|--|--|--|--|--|--|
| (Last) | (First) | (Middle) | | | | | | |
| 2 DEPOT PLAZA | | | | | | | | |
| 4TH FL | | | | | | | | |
| (Street) | | | | | | | | |
| BEDFORD HILLS | NY | 10507 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person* EDENBROOK LONG ONLY VALUE FUND, LP | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | |
| 2 DEPOT PLAZA | | | | | | | | |
| 4TH FL | | | | | | | | |
| (0) | | | | | | | | |
| (Street) BEDFORD HILLS | NY | 10507 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| Name and Address of Reporting Person* Brolin Jonathan | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | |
| 2 DEPOT PLAZA, 4TH FLOOR | | | | | | | | |
| (Street) | | | | | | | | |
| BEDFORD HILLS | NY | 10507 | | | | | | |
| (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 2,490, 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 510, 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.

| Edenbrook Capital, LLC; By: /s/ Jonathan Brolin, Managing | 09/25/2019 |
|--|------------|
| Member /s/ Jonathan Brolin | 09/25/2019 |
| Edenbrook Long Only Value Fund, LP, By: /s/ Jonathan | |
| Brolin, Managing Member of Edenbrook Capital Partners, | 09/25/2019 |
| LLC | |

Date

** Signature of Reporting Person

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

- * 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.