SEC Form 4

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL										
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1. Name and Address of Reporting Person [*] ARENDS MICHAEL A			2. Issuer Name and Ticker or Trading Symbol <u>MARCHEX INC</u> [MCHX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) 520 PIKE ST SUITE 2000	520 PIKE STREET		3. Date of Earliest Transaction (Month/Day/Year) 04/17/2019	X Officer (give title Other (specify below) Office of CEO Member & CFO
(Street) SEATTLE (City)	WA (State)	98101 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class B Common Stock	04/17/2019		A ⁽¹⁾⁽²⁾		34,000	A	\$0.01	594,754	D		
Class B Common Stock								18,100	Ι	By IRA	
Class B Common Stock								6,500	I	By IRA for Diana Arends	
Class B Common Stock								10,500	Ι	By Trust for Nicole Marie ⁽³⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		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)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$5.05	04/17/2019		A		34,000		(2)(4)	04/17/2029	Class B Common Stock	34,000	\$0.00	34,000	D	

Explanation of Responses:

1. Restricted stock award effective April 17, 2019 (the "Grant Date"). The restricted stock award vests in accordance with the following four year vesting schedule: 25% of the total shares shall vest on each of the first, second, third and fourth annual anniversaries, respectively, of the Grant Date.

2. All options and restricted stock are subject to accelerated vesting under certain conditions as set forth in the reporting person's employment agreement with the Issuer.

3. Reporting person disclaims beneficial ownership.

4. Option grant effective the Grant Date. 25% of the options will vest on the first annual anniversary of the Grant Date. Thereafter, 1/12 of the remaining options will vest quarterly for the following three years. **Remarks:**

Michael A. Arends ** Signature of Reporting Person 04/19/2019 Date

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.