SEC Form 4	
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FORM 4

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

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burde	en
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(n) of the Investment Company Act of 1940	
1. Name and Addre	1 0		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 STRI SUITE 2000	(First) EET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2020	X Officer (give title Other (specify below) Co-CEO & 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. Transa Code (I 8)		4. Securities A Disposed Of (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	12/31/2020		A ⁽¹⁾⁽²⁾		195,000	A	\$0.01	988,254	D	
Class B Common Stock	01/04/2021		A ⁽³⁾		46,000	Α	\$0.01	1,034,254	D	
Class B Common Stock								18,100	Ι	By IRA
Class B Common Stock								6,500	I	By IRA for Diana Arends

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

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Security or Exercise (Month/Day/Year) if any		Execution Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	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		Transaction(s) (Instr. 4)		
Employee Stock Option (right to buy)	\$1.96	12/31/2020		А		195,000		(2)(4)	12/31/2030	Class B Common Stock	195,000	\$0.00	195,000	D	
Employee Stock Option (right to buy)	\$2.02	01/04/2021		Α		46,000		(5)	01/04/2031	Class B Common Stock	46,000	\$0.00	46,000	D	

Explanation of Responses:

1. Restricted stock award effective December 31, 2020 (the "Grant Date").

2. See Exhibit A.

3. Restricted stock award effective January 4, 2021 (the "Second Grant Date") with 25% of such shares vesting on the first, second, third and fourth annual anniversary of the Second Grant Date, subject to double-trigger acceleration upon change of control as set forth in the reporting person's employment agreement with the Issuer.

4. Option grant effective on the Grant Date.

5. Stock option award effective on the Second Grant Date, with 25% of such option shares vesting on the first annual anniversary of the Second Grant Date and 1/12 of the remainder vesting in equal increments quarterly thereafter over the following three (3) year period, subject to double-trigger acceleration upon change of control as set forth in the reporting person's employment agreement with the Issuer.

Remarks:

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** Signature of Reporting Person

<u>01/04/2021</u> 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.

EXHIBIT A - FOOTNOTE 2 Such options and shares of restricted stock shall vest on the fifth annual anniversary of the Grant Date with accelerated vesting upon certain events and subject to continued employment at all such times. With respect to acceleration, (a) 50% of such options and shares of restricted stock shall vest upon attainment of specified revenue, adjusted OIBA or share price targets at the later of eighteen (18) months or performance attainment (2021 revenue (or trailing 12 months revenue) exceeding 120% of 2020 level, 2021 adjusted OIBA (or trailing 12 months adjusted OIBA) exceeding specified multiples of 2020 level, or the Class B Common

Stock share price for twenty (20) consecutive trading days exceeding 150% of the initial 2020 consecutive trading day average), and (b) such remaining unvested options and shares of restricted stock shall vest upon attainment of specified revenue, adjusted OIBA or share price targets at the later of thirty (30) months or performance attainment (trailing twelve (12) month revenue exceeding 127% of 2020 level, trailing twelve (12) month adjusted OIBA exceeding specified multiples of 2020 level higher than the initial performance target above, or the Class B Common Stock share price for twenty (20)

consecutive trading days exceeding 160% of the initial 2020 consecutive trading day average). Such options and shares of restricted stock shall also be subject to the Corporation's standard form of executive officer "Double-Trigger Change in

Control Acceleration" of vesting to the extent not otherwise vested upon such event.