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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): April 4, 2014**

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**Marchex, Inc.**

(Exact name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50658**  
(Commission  
File Number)

**35-2194038**  
(I.R.S. Employer  
Identification No.)

**520 Pike Street  
Suite 2000  
Seattle, Washington 98101**  
(Address of Principal Executive Offices)

**(206) 331-3300**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 7.01 Regulation FD Disclosure.

As previously reported, Marchex, Inc., a Delaware corporation (“Marchex”), entered into an underwriting agreement, dated March 26, 2014 (the “Underwriting Agreement”), with Deutsche Bank Securities Inc., as representative of the several underwriters named therein (collectively, the “Underwriters”), and the selling stockholders named therein (collectively, the “Selling Stockholders”) in connection with the sale by Marchex and the Selling Stockholders (the “Offering”) of an aggregate of 5,714,000 shares (the “Firm Shares”) of Marchex’s Class B common stock, par value \$0.01 per share (“Common Stock”), at a public offering price of \$10.50 per share (the “Public Offering Price”). Pursuant to the Underwriting Agreement, Marchex and the Selling Stockholders granted the Underwriters a 30-day option to purchase an aggregate of up to an additional 857,100 shares of Common Stock (the “Option Shares”), which includes up to 514,100 additional shares from Marchex and up to 343,000 additional shares from the Selling Stockholders, at the Public Offering Price. The sale of the Firm Shares was completed on April 1, 2014.

On April 2, 2014, the Underwriters exercised their option to purchase all of the Option Shares, and the sale of the Option Shares was completed on April 4, 2014. The total net proceeds from the offering to Marchex, after underwriting discounts and commissions and estimated offering expenses, were approximately \$32.3 million, including approximately \$5.1 million from the exercise of the Underwriters’ option. Marchex intends to use the net proceeds for general corporate purposes, which may include acquisitions or licenses of, or investments in, products, services, technologies or other businesses. Marchex did not receive any proceeds from the sale of shares of Common Stock by the Selling Stockholders.

On April 7, 2014, Marchex issued a press release announcing the closing of the sale of the Option Shares. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## Item 9.01. Financial Statements and Exhibits.

### (d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).
99.1	Press release of Marchex, Inc., dated April 7, 2014.



**DLA Piper LLP (US)**  
33 Arch Street, 26<sup>th</sup> Floor  
Boston, Massachusetts 02110-1447

April 4, 2014

Marchex, Inc.  
520 Pike Street, Suite 2000  
Seattle, WA 98101

Re: Marchex, Inc.

Ladies and Gentlemen:

We have acted as counsel to Marchex, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of (i) a registration statement on Form S-3 (File No. 333-192891) (the "Registration Statement"), filed with the Commission under the Securities Act of 1933, as amended (the "Securities Act") and which was declared effective by the Commission on January 9, 2014, (ii) the prospectus dated December 16, 2013 (the "Base Prospectus"), forming a part of the Registration Statement, (iii) the preliminary prospectus supplement dated March 19, 2014 in the form filed with the Commission pursuant to Rule 424(b) under the Securities Act and (iv) the final prospectus supplement dated March 26, 2014 in the form filed with the Commission pursuant to Rule 424(b) under the Securities Act (together with the Base Prospectus, the "Prospectus"), relating to (i) the sale by the Company of 2,857,000 shares of the Company's Class B common stock, par value \$0.01 per share (the "Common Stock"), plus an additional 514,100 shares of Common Stock pursuant to the underwriters' over-allotment option (the "Company Shares") and (ii) the sale by the selling stockholders identified in the Prospectus (the "Selling Stockholders") of 2,857,000 shares of Common Stock, plus an additional 343,000 shares of Common Stock pursuant to the underwriters' over-allotment option (the "Selling Stockholder Shares").

In connection with this opinion, we have examined and relied upon such records, documents and other instruments as in our judgment are necessary and appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

In rendering the following opinions, we express no opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware. All opinions expressed are as of the date hereof except where expressly stated otherwise.

Based upon the foregoing, we are of the opinion that:

1. The Selling Stockholder Shares are validly issued, fully paid and non-assessable; and
2. The Company Shares, when issued and sold in the manner and on the terms described in the Prospectus, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K and further consent to the reference to us under the caption "Legal Matters" in the Prospectus and the Prospectus Supplement. This consent is not to be construed as an admission that we are a party whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

This opinion letter is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should any applicable law change after the date hereof or if we become aware of any fact that might change the opinions expressed herein after the date hereof.

Sincerely,

DLA Piper LLP (US)

/s/ DLA Piper LLP (US)

**Marchex Announces Underwriters' Exercise of Option to  
Purchase Additional Shares**

SEATTLE — (BUSINESS WIRE) – April 7, 2014— Marchex, Inc. (NASDAQ:MCHX) today announced the sale of additional shares of Class B common stock pursuant to the underwriters' exercise in full of their option to purchase additional shares related to the Company's previously announced registered public offering of 5,714,000 shares that closed on April 1, 2014. In exercising this option, the underwriters purchased an additional 514,100 shares of common stock from the Company and an additional 343,000 shares of common stock from the selling stockholders, collectively, all at the public offering price less underwriting discounts and commissions.

Marchex received approximately \$32.3 million in net proceeds from the offering, after deducting underwriting discounts and commissions and estimated expenses of the offering, including approximately \$5.1 million from the exercise of the underwriters' option. Marchex expects to use the net proceeds from the offering for general corporate purposes, which may include acquisitions or licenses of, or investments in, products, services, technologies or other businesses. Marchex did not receive any proceeds from the sale of shares by the selling stockholders.

Deutsche Bank Securities acted as the lead book-running manager and representative of the underwriters for the offering. RBC Capital Markets and Piper Jaffray acted as joint book-running managers. BMO Capital Markets and Stephens Inc. were co-managers for the offering.

The shares of Class B common stock were sold pursuant to Marchex's existing effective shelf registration statement on file with the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Marchex, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering was made only by means of a prospectus, including a prospectus supplement and accompanying prospectus, copies of which may be obtained from: Deutsche Bank Securities Inc. at 60 Wall Street, Attention: Prospectus Group, New York, NY 10005-2836, by email at [prospectus.CPDG@db.com](mailto:prospectus.CPDG@db.com) or by phone at (800) 503-4611; RBC Capital Markets, LLC, 3 World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281-8098, Telephone: 877-822-4089; or Piper Jaffray, Attention: Equity Capital Markets, 800 Nicollet Mall, J12S03, Minneapolis, MN 55402, via telephone at 800-747-3924 or email at [prospectus@pjc.com](mailto:prospectus@pjc.com). The final prospectus may also be obtained on the SEC's website at [www.sec.gov](http://www.sec.gov).

## **Forward-Looking Statements**

This press release contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this press release regarding our strategy, future operations, future financial position, future revenues, other financial guidance, acquisitions, projected costs, prospects, plans and objectives of management are forward-looking statements. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. There are a number of important factors that could cause Marchex's actual results to differ materially from those indicated by such forward-looking statements which are described in the "Risk Factors" section of our most recent periodic report and registration statement filed with the SEC. All of the information provided in this release is as of April 7, 2014 and Marchex undertakes no duty to update the information provided herein.

## **About Marchex**

Marchex is a mobile advertising technology company. The company provides a suite of products and services for businesses that depend on consumer phone calls to drive sales. Marchex's mobile advertising platform delivers new customer phone calls to businesses, while its technology analyzes the data in these calls to help maximize ad campaign results. Marchex disrupts traditional advertising models by giving businesses full transparency into their ad campaign performance and charging them based on new customer acquisition.

Please visit [www.marchex.com](http://www.marchex.com), [blog.marchex.com](http://blog.marchex.com) or [@marchex](https://twitter.com/marchex) on Twitter (Twitter.com/Marchex), where Marchex discloses material information from time to time about the company, its financial information, and its business.

For further information, contact:

Trevor Caldwell  
Marchex Investor Relations  
Telephone: 206.331.3600  
Email: [ir\(at\)marchex.com](mailto:ir(at)marchex.com)

Or

## **MEDIA INQUIRIES**

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Marchex Corporate Communications  
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