

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Marchex, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

Marchex, Inc.
413 Pine Street, Suite 500
Seattle, WA 98101
(Address of Principal Executive Offices)

2003 Amended and Restated Stock Incentive Plan
(Full title of the plan)

Russell C. Horowitz
Chairman and Chief Executive Officer
Marchex, Inc.
413 Pine Street, Suite 500
Seattle, WA 98101
(206) 774-5000

(Name and address, including zip code and telephone number, including area code of agent for service)

Copy to:

Francis J. Feeney, Jr., Esq.
Nixon Peabody LLP
100 Summer Street
Boston, MA 02110-2131
(617) 345-1000

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
2003 Amended and Restated Stock Incentive Plan				
Class B Common Stock, \$0.01 par value	1,274,948 Shares (3)	\$18.27 (2)	\$23,293,300	\$2,742
TOTAL	1,274,948 Shares		\$23,293,300	\$2,742

- (1) This registration statement shall also cover any additional shares of Class B common stock which become issuable under the plan being registered pursuant to this registration statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant's outstanding shares of Class B common stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The computation with respect to unissued options is based upon the average high and low sale prices of the Class B common stock as reported on the Nasdaq National Market on March 30, 2005.
- (3) Represents an increase in the number of shares authorized for issuance under the 2003 Amended and Restated Stock Incentive Plan.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Marchex, Inc., a Delaware corporation ("Marchex" or the "Company") to register an additional 1,274,948 shares of the Company's Class B common stock, par value \$0.01 per share, issuable under the Company's 2003 Amended and Restated Stock Incentive Plan. This Registration Statement consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Not filed as part of this Registration Statement pursuant to the instructions to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

In accordance with General Instruction E to Form S-8, the following documents previously filed by the Company with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference and made a part hereof:

(a) Registration Statement No. 333-116867 on Form S-8 as filed on June 25, 2004 relating to the Company's 2003 Amended and Restated Stock Incentive Plan;

(b) Annual Report on Form 10-KSB, File No. 000-50658, for the year ended December 31, 2004;

(c) Current Reports on Form 8-K filed on February 3, 2005, February 9, 2005, February 15, 2005 and February 17, 2005, provided, however, that the Company does not incorporate by reference any information contained in, or exhibits submitted with, the Forms 8-K that was expressly furnished and not filed; and

(d) The description of the Company's Class B common stock contained in our Registration Statement on Form 8-A filed with the Commission under Section 12(g) of the Securities Exchange Act of 1934 (the "Exchange Act") on March 30, 2004, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1*	2003 Amended and Restated Stock Incentive Plan.
5.1	Opinion of Nixon Peabody LLP.
23.1	Consent of Nixon Peabody LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Powers of Attorney (included on the signature page to this registration statement).

* Incorporated by reference to the exhibits filed with Marchex, Inc.'s Registration Statement on Form SB-2 (Registration Statement No. 333-111096) as amended and incorporated herein by reference.

INDEX TO EXHIBITS

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24.1	Powers of Attorney (included on the signature page to this registration statement).

* Incorporated by reference to the exhibits filed with Marchex, Inc.'s Registration Statement on Form SB-2 (Registration Statement No. 333-111096) as amended and incorporated herein by reference.

April 1, 2005

Marchex, Inc.
413 Pine Street, Suite 500
Seattle, WA 98101

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on April 1, 2005 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,274,948 shares of Class B Common Stock, par value \$0.01 per share, reserved for issuance under the Marchex, Inc. 2003 Amended and Restated Stock Incentive Plan. Such shares of Class B Common Stock are referred to herein as the "Shares" and such plan is referred to herein as the "Plan". As your counsel in connection with the foregoing transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plan.

It is our opinion that, when issued and sold in the manner described in the Plan and pursuant to the agreements which accompany each grant under the Plan, the Shares will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

NIXON PEABODY LLP

/s/ Nixon Peabody LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Marchex, Inc.:

We consent to the use of our report dated February 2, 2005, except as to note 16, which is as of February 14, 2005, with respect to the consolidated balance sheet of Marchex, Inc. and subsidiaries as of December 31, 2004, and the related consolidated statements of operations, stockholders' equity, and cash flows for the Predecessor to Marchex, Inc. for the period from January 1, 2003 through February 28, 2003 (Predecessor period), and Marchex, Inc. and subsidiaries for the period from January 17, 2003 (inception) through December 31, 2003, and the year ended December 31, 2004 (Successor periods), incorporated herein by reference.

/s/ KPMG LLP

Seattle, Washington
March 25, 2005