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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 2, 2020

Marchex, Inc.

(Exact name of Registrant as Specified in its Charter)

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**
(Address of principal executive offices)

98101
(Zip Code)

Registrant's Telephone Number, Including Area Code: (206) 331-3300

Not Applicable

(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class B Common Stock	MCHX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements for Certain Officers.

On March 3, 2020, Marchex, Inc. ("Marchex" or the "Company") announced that Ryan Polley ("Polley") joined Marchex as its Chief Product and Strategy Officer effective March 2, 2020 (the "Grant Date"). Mr. Polley, age 48, is the former Chief Product Officer for Kargo Global, Inc. ("Kargo"), a position he held since 2017. Prior to Kargo, Polley was the Senior V.P. of Product Management & Strategy at the Rubicon Project.

Mr. Polley's annual base salary will be \$290,000 with an annual bonus opportunity of up to \$160,000, based upon the attainment of mutually agreed to performance measures.

As an inducement to join Marchex, Mr. Polley will receive 125,000 stock options (the "Options") and 125,000 shares of restricted stock (the "Restricted Stock") (together with the Options, the "Equity Awards") effective on the Grant Date and issued pursuant to Marchex's 2012 Stock Incentive Plan (the "Plan"). The Options will vest over four years, with 25% of the total option shares vesting on the first anniversary of the Grant Date and the remainder vesting quarterly thereafter over the next three (3) year period in equal increments of 6.25% of the aggregate amount of such shares. The exercise price of the Options is the closing price of the stock on the Grant Date. The Restricted Stock will vest over four years, with 25% of the total shares vesting on the first, second, third and fourth annual anniversaries of the Grant Date. Continuous vesting of the Equity Awards is subject to Polley remaining a continuous full-time active employee through the applicable vesting date.

One hundred percent (100%) of the Equity Awards will become vested and nonforfeitable upon the occurrence of a Change in Control (as such term is defined in the Plan).

In the event that Polley is terminated by the Company without Cause, Polley will receive a one time lump sum payment in an amount equal to three (3) months of Polley's base salary as severance.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Marchex, dated March 3, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Marchex has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

MARCHEX, INC.

Date: March 3, 2020

By: _____ /s/ MICHAEL A. ARENDS
Name: **Michael A. Arends**
Title: **Co- CEO and Chief Financial Officer**
(Principal Executive Officer for SEC reporting purposes,
Principal Financial Officer and Principal Accounting Officer)

Marchex Announces New Chief Product and Strategy Officer

SEATTLE—(BUSINESSWIRE)— March 3, 2020 - Marchex (NASDAQ: MCHX), a leading conversational analytics company that connects the voice of the customer to your business, announced that it has hired Ryan Polley as Chief Product and Strategy Officer. In this role, Polley will lead Marchex’s product and engineering organizations.

Polley has a deep background in developing and implementing product strategies at emerging technology companies. Prior to joining Marchex, he was most recently Chief Product Officer at Kargo, a mobile technology and advertising company. He previously served as Senior Vice President of Product Management and Strategy at Rubicon Project, where he also held multiple roles through the company’s initial public offering. Polley has a history of leadership in product, strategy and partnership roles with innovative companies that provide data analytics and advertising products into the enterprise customer channel.

“I am pleased to have Ryan join our executive team and to have him lead our overall product and engineering initiatives,” said Russell Horowitz, Marchex Executive Chairman. “We believe his rich experience in helping businesses take advantage of data-oriented products to develop dynamic growth strategies is a strong fit for Marchex. 2020 is an important year for the company as we are increasingly being asked by our customers to solve many mission critical problems, and we are expanding our executive team to enhance our execution and deliver on the promise of our growing AI capabilities.”

“Marchex is very well-positioned to strengthen its leadership in delivering conversational analytics and sales acceleration solutions,” said Polley. “There is a significant untapped opportunity to deliver AI-infused products into the sales enablement channel. I am excited to join Marchex to help it take advantage of its emerging AI-driven analytics and sales acceleration solutions and to help ensure the company is an indispensable partner to its expanding base of world-class customers.”

About Marchex

Marchex understands the best customers are those who call your company - they convert faster, buy more, and churn less. Marchex provides solutions that help companies drive more calls, understand what happens on those calls, and convert more of those callers into customers. Our actionable intelligence strengthens the connection between companies and their customers, bridging the physical and digital world, to help brands maximize their marketing investments and operating efficiencies to acquire the best customers.

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

Marchex, Inc.
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