
**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): September 15, 2015

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 98101**
(Address of Principal Executive Offices)

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

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

On September 15, 2015, Marchex, Inc. (“Marchex” or the “Company”) announced that Gary Nafus (“Nafus”) will join Marchex as its Chief Revenue Officer commencing September 15, 2015 (the “Grant Date”). Mr. Nafus, age 41, is the former Managing Director, Americas (SVP Sales & Client Services) for Kenshoo Corporation (“Kenshoo”), a position he held since 2013. Prior to Kenshoo, Nafus held various positions at Oracle Corporation (“Oracle”) from 2005 through 2013 and most recently he was Oracle’s VP Sales, Retail Industry.

Mr. Nafus’ annual base salary will be \$300,000, with an annual bonus opportunity of up to \$350,000, based upon the attainment of mutually agreed to financial performance measures.

As an inducement to join Marchex, Mr. Nafus will receive 275,000 stock options (the “Options”) and 225,000 shares of restricted stock (the “Restricted Stock”) and 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.

One hundred percent (100%) of the Equity Awards will become vested and nonforfeitable upon the occurrence of both (x) a Change in Control (as such term is defined in the Plan), (y) followed by the earliest to occur of: (i) a termination of Nafus’ Service without Cause (as such terms are defined in the award agreements) by Marchex or any successor thereto, (ii) a Diminution in Duties (as such term is defined in the award agreements), or (iii) the 12 month anniversary of the occurrence of the Change in Control so long as Nafus’ Service with Marchex or any successor thereto is continuous from the Grant Date through such date (the “Equity Acceleration”).

In the event that Nafus is terminated by the Company without Cause or Nafus resigns due to a Diminution in Duties, Nafus will receive a one-time lump sum payment in an amount equal to six (6) months of Nafus’ base salary plus an amount equal to half of the amount of Nafus’ target annual bonus for the year in which Nafus is terminated (or, if no target annual bonus has been established for the year of termination, then the severance shall be calculated using the target annual bonus for Marchex’s immediately prior fiscal year) payable within fifteen (15) business days following the termination of employment. In addition, in the event that Nafus is terminated by the Company without Cause or Nafus resigns for Good Reason, Nafus will receive an additional twelve (12) months of vesting on his Equity Awards (the “Additional Vesting”). The Equity Acceleration and the Additional Vesting shall apply to any additional Marchex equity awards granted to Nafus following the Grant Date.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Marchex, dated September 15, 2015.

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: September 15, 2015

By: _____ /s/ PETER CHRISTOTHOULOU

Name: **Peter Christothoulou**

Title: **Chief Executive Officer**

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**Marchex Appoints Gary Nafus as Chief Revenue Officer and Customer
Engagement Specialist Matthew Muilenburg as Senior Vice President to
Accelerate Mobile Advertising Analytics Leadership**

SEATTLE (September 15, 2015) – Marchex (NASDAQ: MCHX), a mobile advertising analytics company, today announced the appointment of two new members to its executive leadership team. Kenshoo and Oracle veteran Gary Nafus has joined Marchex as Chief Revenue Officer. Matt Muilenburg, who most recently spearheaded international strategy and business development at CDK Global, has joined as Senior Vice President, Customer Evangelist.

Nafus has more than 15 years of enterprise-class software sales experience, and has led sales organizations for some of the world’s top enterprise software companies. Most recently, Nafus served as the Managing Director, Americas for Kenshoo, a leading marketing automation platform that manages more than \$5 billion in annual advertising spend for global brands and agencies. Under his leadership, the company rapidly expanded its Fortune 500 client base, deepened its enterprise client relationships, and developed its presence in Latin America and Asia. Prior to Kenshoo, he was Vice President of Sales at Oracle Corporation where he was responsible for several vertical business units. Nafus has also held senior sales leadership roles at PeopleSoft and J.D. Edwards. At Marchex, Nafus will lead the company’s sales, business development and client engagement teams.

“Gary has a rare combination of experience that’s ideally suited to Marchex: proven enterprise technology sales leadership combined with advertising technology expertise,” said Peter Christothoulou, CEO at Marchex. “Gary’s skill in building enterprise-class sales and client engagement teams at scale will be instrumental to accelerating our global opportunity.”

“We’re at a critical moment in mobile advertising as enterprise marketers are in need of solutions that bring real-time visibility to the offline actions driven by mobile marketing”, said Gary Nafus, Chief Revenue Officer. “Marchex’s mobile analytics platform delivers the highest mobile performance for enterprise clients, and I am thrilled to join as CRO to help accelerate the delivery of solutions that transform mobile performance for clients worldwide.”

Muilenburg has more than 15 years of advertising technology strategy, solution design and client engagement experience. Prior to Marchex, Muilenburg served in a number of leadership roles across client development, marketing and product strategy functions at CDK Global, the largest global provider of integrated information technology and digital marketing solutions to the automotive retail industry. Muilenburg was instrumental in securing new, global relationships with top automotive manufacturers and delivering innovations that increased client success. A recognized expert in digital marketing, he is a frequent speaker at industry conferences on the future of digital marketing and advertising technology. At Marchex, Muilenburg will be responsible for developing strategies and executing programs designed to create and sustain relationships with global brands.

“Mobile has created enormous complexity for global brands,” said Matt Muilenburg, Senior Vice President, Customer Evangelist. “Our ability to truly listen to customer needs and deliver solutions that drive transparency of the customer journey and higher business performance is transformational to marketers.”

“Matt’s deep knowledge of digital advertising and expertise in translating customer needs into solutions to scale business with the world’s biggest brands will expand our capabilities and relationships worldwide,” said Christothoulou.

About Marchex

Marchex is a mobile advertising analytics company that connects online behavior to real-world, offline actions. By linking critical touchpoints in the customer journey, Marchex’s products enable a 360-degree view of marketing effectiveness. Brands and agencies utilize Marchex’s products to transform business performance.

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

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