

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <b><u>HOROWITZ RUSSELL C</u></b> <hr/> (Last) (First) (Middle) <b>520 PIKE STREET</b> <b>SUITE 2000</b> <hr/> (Street) <b>SEATTLE WA 98101</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b><u>MARCHEX INC [ MCHX ]</u></b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Executive Chairman / Co-CEO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/30/2021</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	12/30/2021		A <sup>(1)(2)</sup>		47,500	A	\$0.01	787,918	D	
Class B Common Stock	01/03/2022		A <sup>(3)</sup>		51,000	A	\$0.01	838,918	D	
Class B Common Stock								5,000	I	By IRA

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	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 Transaction(s) (Instr. 4)	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
Employee Stock Option (right to buy)	\$2.57	12/30/2021		A		47,500		(2)(4)	12/30/2031	Class B Common Stock	47,500	\$0.00	47,500	D	
Employee Stock Option (right to buy)	\$2.56	01/03/2022		A		51,000		(5)	01/03/2032	Class B Common Stock	51,000	\$0.00	51,000	D	

**Explanation of Responses:**

- Restricted stock award effective December 30, 2021 (the "Grant Date").
- See Exhibit A.
- Restricted stock award effective January 3, 2022 (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.
- Option grant effective on the Grant Date.
- Stock option award effective 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:**

Russell C. Horowitz 01/03/2022  
 \*\* Signature of Reporting Person 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 (2022 revenue (or trailing 12 months revenue) exceeding 120% of 2021 level, 2022 adjusted OIBA (or trailing 12 months adjusted OIBA) exceeding specified multiples of 2021 level, or the Class B Common Stock share price for twenty (20) consecutive trading days exceeding 150% of the initial 2021 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 2021 level, trailing twelve (12) month adjusted OIBA exceeding specified multiples of 2021 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 2021 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.