

**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.)

520 Pike Street, Suite 2000
Seattle, WA 98101
(Address of Principal Executive Office)

2012 Stock Incentive Plan
(Full title of the plan)

Michelle Paterniti
General Counsel and Secretary
Marchex, Inc.
520 Pike Street, Suite 2000
Seattle, WA 98101
(206) 331-3300

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

Copies to:

Andrew D. Ledbetter, Esq.
DLA Piper LLP (US)
701 Fifth Avenue, Suite 6900
Seattle, WA 98104
(206) 839-4845

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. :

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

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
2012 Stock Incentive Plan				
Class B Common Stock, \$0.01 par value per share	2,056,116 Shares (2)	\$2.86 (3)	\$5,880,492	\$641.56
TOTAL	2,056,116 Shares	\$2.86	\$5,880,492	\$641.56

- (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) Represents an increase in the number of shares authorized for issuance under the 2012 Stock Incentive Plan.
- (3) 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 Global Select Market on April 12, 2021.
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INTRODUCTION

This Registration Statement on Form S-8 is filed by Marchex, Inc., a Delaware corporation (“Marchex” or the “Company”) to register an additional 2,056,116 shares of the Company’s Class B common stock, par value \$0.01 per share, issuable under the Company’s 2012 Stock Incentive Plan (the “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. 333-181327 on Form S-8 as filed on May 11, 2012 relating to the Company’s Plan;
- (b) Registration Statement No. 333-187469 on Form S-8 as filed on March 22, 2013 relating to the Company’s Plan;
- (c) Registration Statement No. 333-194508 on Form S-8 as filed on March 12, 2014 relating to the Company’s Plan;
- (d) Registration Statement No. 333-202868 on Form S-8 as filed on March 19, 2015 relating to the Company’s Plan;
- (e) Registration Statement No. 333-210367 on Form S-8 as filed on March 23, 2016 relating to the Company’s Plan;
- (f) Registration Statement No. 333-216935 on Form S-8 as filed on March 24, 2017 relating to the Company’s Plan;
- (g) Registration Statement No. 333-223898 on Form S-8 as filed on March 23, 2018 relating to the Company’s Plan;
- (h) Registration Statement No. 333-230538 on Form S-8 as filed on March 27, 2019 relating to the Company’s Plan;
- (i) Registration Statement No. 333-237344 on Form S-8 as filed on March 23, 2020 relating to the Company’s Plan;
- (j) Our Annual Report on Form 10-K for the year ended December 31, 2020;
- (k) All other reports filed by the Company pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) since the end of the fiscal year covered by the document referred to in (g) above; and
- (l) 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 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.

Exhibit Number	Description
4.1 *	2012 Stock Incentive Plan.
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).
23.2	Consent of Moss Adams LLP.
24.1	Power of Attorney (included on the signature page to this registration statement).

* Incorporated by reference to Appendix A of Marchex, Inc.'s Definitive Proxy Statement on Form 14A as filed with the Commission on July 10, 2017 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on April 15, 2021.

MARCHEX, INC.

By: _____ /s/ MICHAEL ARENDS

Michael Arens
Co-CEO
(Principal Executive Officer for SEC reporting purposes)

POWER OF ATTORNEY

We, the undersigned officers and directors of Marchex, Inc., hereby severally constitute and appoint Michael Arens as our true and lawful attorney with full power to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Marchex, Inc. to comply with the provisions of the Securities Act, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Date</u>
_____ /s/ MICHAEL ARENDS Michael Arens Co-CEO (Principal Executive Officer for SEC reporting purposes)	April 15, 2021
_____ /s/ LEILA KIRSKE Leila Kirske Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 15, 2021
_____ /s/ RUSSELL C. HOROWITZ Russell C. Horowitz Co-CEO and Executive Director	April 15, 2021
_____ /s/ DENNIS CLINE Dennis Cline Director	April 15, 2021
_____ /s/ DONALD COGSVILLE Donald Cogsville Director	April 15, 2021
_____ /s/ M. WAYNE WISEHART M. Wayne Wischart Director	April 15, 2021

April 15, 2021

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Marchex, Inc., a Delaware corporation (the "Company"), in connection with the registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), of up to 2,056,116 shares of Class B Common Stock, par value \$0.01 per share (the "Shares"), reserved for issuance under the Marchex, Inc. 2012 Stock Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined such instruments, documents and records as we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. As to matters of fact relevant to our opinion set forth below, we have relied, without independent investigation, on certificates of public officials and of officers of the Company. We express no opinion concerning any law other than the laws of the State of Delaware.

On the basis of the foregoing, we are of the opinion that, when the Shares are issued and paid for in accordance with the terms of the Plan, they will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, or the Registration Statement. This opinion is rendered as of the date hereof, and we assume no obligation to advise you of any fact, circumstance, event or development that may hereafter be brought to our attention whether or not such occurrence would alter, affect or modify the opinion expressed herein.

Very truly yours,

DLA PIPER LLP (US)

/s/ DLA PIPER LLP (US)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Marchex, Inc. (the “Company”) of our report dated March 31, 2021, relating to the consolidated financial statements of the Company (which report expresses an unqualified opinion and includes an emphasis of a matter paragraph related to discontinued operations), included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Seattle, Washington

April 15, 2021