

**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.**  
DLA Piper US LLP  
33 Arch Street, 26<sup>th</sup> Floor  
Boston, MA 02110  
(617) 406-6000

**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	1,969,742 Shares (2)	\$ 15.16 (3)	\$29,861,288.72	\$ 916.74
<b>TOTAL</b>	1,969,742 Shares		\$29,861,288.72	\$ 916.74

- (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 2003 Amended and Restated 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 National Market on March 26, 2007.

## INTRODUCTION

This Registration Statement on Form S-8 is filed by Marchex, Inc., a Delaware corporation ("Marchex" or the "Company") to register an additional 1,969,742 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) Registration Statement No. 333-123753 on Form S-8 as filed on April 1, 2005 relating to the Company's 2003 Amended and Restated Stock Incentive Plan;
- (c) Registration Statement No. 333-132957 on Form S-8 as filed on April 3, 2006 relating to the Company's 2003 Amended and Restated Stock Incentive Plan;
- (d) Our Annual Report on Form 10-K for the year ended December 31, 2006;
- (e) Current Reports on Form 8-K filed on February 22, 2007, and March 9, 2007, 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
- (f) 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 DLA Piper US LLP.
23.1	Consent of DLA Piper US LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power 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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\* 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 2, 2007

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 2, 2007 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,969,742 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,

DLA PIPER US LLP

/s/ DLA Piper US LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Marchex, Inc.:

We consent to the use of our reports dated March 15, 2007 with respect to the consolidated balance sheets of Marchex, Inc. and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2006, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting incorporated by reference herein.

Our report on the Company's consolidated financial statements refers to the Company's adoption of Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment."

/s/ KPMG LLP

Seattle, Washington  
March 30, 2007