

**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.)

**1200 5th Ave, Suite 1300
Seattle, WA 98101**
(Address of Principal Executive Office)

2021 Stock Incentive Plan
(Full title of the plan)

Francis J. Feeney
Secretary
Marchex, Inc.
1200 5th Ave., Suite 1300
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.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Marchex, Inc., a Delaware corporation (“Marchex” or the “Company”) to register an additional 1,294,725 shares of the Company’s Class B common stock, par value \$0.01 per share, issuable under the Company’s 2021 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 on Form S-8 \(No. 333-264328\) as filed on April 15, 2022 relating to the Plan;](#)
- (b) [Registration Statement on Form S-8 \(No. 333-261840\) as filed on December 21, 2021 relating to the Plan;](#)
- (c) [Our Annual Report on Form 10-K for the year ended December 31, 2022 \(File No. 000-50658\);](#)
- (d) 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
- (e) [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 \(File No. 000-50658\), 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 *	2021 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 RSM US LLP.
23.3	Consent of Moss Adams LLP.
24.1	Power of Attorney (included on the signature page to this registration statement).
107	Filing Fee Table.

* Incorporated by reference to Appendix A of Marchex, Inc.'s Definitive Proxy Statement on Form 14A (File No. 000-50658) as filed with the Commission on August 20, 2021 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 18, 2023.

MARCHEX, INC.

By: _____
Michael A. Arends
Vice Chairman
(Principal Financial Officer and Principal Accounting Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of Marchex, Inc., hereby severally constitute and appoint Michael Arends 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.

Signature	Date
_____ <i>/s/ EDWIN MILLER</i> Edwin Miller Chief Executive Officer (Principal Executive Officer)	April 18, 2023
_____ <i>/s/ MICHAEL A. ARENDS</i> Michael A. Arends Vice Chairman (Principal Financial Officer and Principal Accounting Officer)	April 18, 2023
_____ <i>/s/ RUSSELL C. HOROWITZ</i> Russell C. Horowitz Chairman	April 18, 2023
_____ <i>/s/ DENNIS CLINE</i> Dennis Cline Director	April 18, 2023
_____ <i>/s/ DONALD COGSVILLE</i> Donald Cogsville Director	April 18, 2023
_____ <i>/s/ M. WAYNE WISEHART</i> M. Wayne Wischart Director	April 18, 2023

April 18, 2023

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 1,294,725 shares of Class B Common Stock, par value \$0.01 per share (the "Shares"), reserved for issuance under the Marchex, Inc. 2021 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, 2023, relating to the consolidated financial statements of the Company (which report expresses an unqualified opinion) appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ RSM US LLP

Seattle, Washington
April 18, 2023

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Marchex, Inc:

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Marchex, Inc., of our report dated March 29, 2022, except for the effects of the revisions to correct deferred taxes described in Note 5, as to which the date is March 31, 2023, relating to the 2021 consolidated financial statements of Marchex, Inc. (the "Company") (which report expresses an unqualified opinion) appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Seattle, Washington
April 18, 2023

CALCULATION OF FILING FEE TABLE

FORM S-8
(FORM TYPE)

MARCHEX, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

TABLE 1: NEWLY REGISTERED SECURITIES

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2021 Stock Incentive Plan, Class B Common Stock, \$0.01 par value per share	457(a)(2)	1,294,725 ⁽³⁾	\$1.9750 (2)	\$2,557,082	\$110.20 per \$1,000,000	\$281.79
Total Offering Amounts					\$2,557,082		—
Total Fee Offsets							—
Net Fee Due							\$281.79

- (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) 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 14, 2023.
- (3) Represents an increase in the number of shares authorized for issuance under the 2021 Stock Incentive Plan.