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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 16, 2025**

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**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.)

**1200 5<sup>th</sup> Ave, Suite 1300,**  
**Seattle, Washington**  
(Address of principal executive offices)

**98101**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (206) 331-3300**

**Not Applicable**

(Former name or former address, if changed since last report)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class B Common Stock	MCHX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

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**Item 1.01 Entry into a Material Definitive Agreement.**

The information set forth under Item 5.02 of this Current Report on Form 8-K is incorporated herein by reference.

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

On October 16, 2025 (the “Grant Date”), the Compensation Committee of the Board of Directors of Marchex, Inc. (the “Compensation Committee”), pursuant to its review of compensation for executive officers of the Corporation, approved updated annual base salaries of \$400,000 for Troy Hartless, Marchex’s President and Chief Revenue Officer; \$375,000 for Francis Feeney, Marchex’s Chief Operating Officer and Chief Legal Officer; and \$275,000 for Brian Nagle, Marchex’s Chief Financial Officer. In addition, the Compensation Committee approved stock option grants under the Corporation’s 2021 Stock Incentive Plan (the “Plan”) of 150,000 options to each of Hartless and Feeney, and 125,000 options to Nagle. Such 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. All such options shall have an exercise price being the closing price of the Corporation’s Class B common stock on the Grant Date, and shall be an incentive stock option to the extent permitted by the IRS Code and otherwise a nonqualified stock option. In addition, the Compensation Committee also approved restricted stock units (“RSUs”) grants under the Plan of 150,000 RSUs to each of Hartless and Feeney, and 125,000 RSUs to Nagle. Each RSU represents the right to receive one share of the Corporation’s Class B Common Stock upon vesting, and such RSUs will vest in full on the fourth annual anniversary of the Grant Date.

On the Grant Date, the Company also updated the following employment terms for Nagle, consistent with the terms for Hartless and Feeney. In the event that Nagle is terminated by the Company without “Cause” (as such term is defined in the Company’s standard form Executive Officer offer letter as previously disclosed), or by Nagle for “Good Reason” (defined as material diminution in duties, reduction in annual salary or target bonus from prior year, or relocation of place of performance of duties by more than 50 miles) following the occurrence of a “Change in Control” (as defined in the Plan), Nagle will receive a lump sum payment equal to twelve months of base salary plus the amount of any earned bonus for the prior calendar year (such bonus amount capped at 100% of such officer’s then annual salary), and twelve months of COBRA benefits. In the event of termination of employment due to death or disability, Nagle or his estate will receive eighteen months of COBRA benefits. In the event of a Change in Control, termination by the Company of Nagle without “Cause,” or termination by Nagle due to death or disability prior to a Change in Control, 100% of any and all unvested time-based and performance options, restricted stock, and RSUs held by Nagle shall become immediately vested.

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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: October 17, 2025

By: \_\_\_\_\_ /s/ FRANCIS J. FEENEY  
Name: Francis J. Feeney  
Title: **Secretary**

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