

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 5, 2006

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.)

**413 Pine Street
Suite 500
Seattle, Washington 98101**
(Address of Principal Executive Offices)

(206) 331-3300
(Registrant's telephone number, including area code)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the reporting obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 of the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) Exchange Act

Item 1.01 Entry into a Material Definitive Agreement.

On December 7, 2006, Marchex, Inc., a Delaware corporation (the “Registrant”) issued a press release announcing that on December 5, 2006, Registrant entered into a cash repurchase agreement with Piper Jaffray & Co. (“Piper”) pursuant to which Piper facilitated Registrant’s repurchase of an aggregate of 132,379 shares of Registrant’s outstanding shares of 4.75% convertible exchangeable preferred stock, \$0.01 par value per share (the “Preferred Stock”) at \$195.00 per share, representing a total cash expenditure of approximately \$26 million. Such shares were originally issued in February of 2005 in connection with Registrant’s follow-on public offering pursuant to which Piper acted as Registrant’s lead manager and sole book-runner. Following the closing of the aforementioned repurchase transaction, an aggregate of 9,758 shares of preferred stock remain outstanding from the original 230,000 shares of preferred stock which were issued in February of 2005 in connection with the Registrant’s follow-on offering.

The full text of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Registrant, dated December 7, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 7, 2006

MARCHEX, INC.

By: /s/ Russell C. Horowitz

Name: Russell C. Horowitz

Title: Chairman and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Registrant, dated December 7, 2006.

Marchex Announces the Repurchase of the Majority of its Outstanding Shares of 4.75% Convertible Preferred Stock

SEATTLE, WA – December 7, 2006 - Marchex, Inc. (NASDAQ: MCHX, MCHXP) today announced that it has repurchased an aggregate of 132,379 shares of the company's outstanding 4.75% convertible preferred stock, \$0.01 par value per share, at a price of \$195.00 per share, representing a total cash expenditure of approximately \$26 million. In February 2005, the company issued 230,000 shares of 4.75% convertible preferred stock in connection with its follow-on offering. Following the closing of this repurchase transaction, an aggregate of 9,758 of the convertible preferred shares remain outstanding.

About Marchex, Inc.

Marchex (www.marchex.com) is a technology driven search and media company focused on vertical and local online traffic. Specifically, the company is focused on search marketing, local search, and direct navigation. Marchex's platform of integrated performance-based advertising and search marketing services enables merchants to efficiently market and sell their products and services across multiple online distribution channels, including search engines, product shopping engines, directories and selected Web sites.

Safe Harbor Statement

This press release contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this press release regarding our strategy, future operations, future financial position, future revenues, certain statements and expectations regarding the asset acquisition, projected costs, prospects, plans and objectives of management are forward-looking statements. We may not actually achieve the plans, intentions or expectations disclosed in our forward- looking statements and you should not place undue reliance on our forward- looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. There are a number of important factors that could cause Marchex's actual results to differ materially from those indicated by such forward-looking statements which are described in the "Risk Factors" section of our most recent periodic report and registration statement filed with the SEC. We disclaim any intention or obligation to update any forward-looking statements.

For further information, contact:

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