

MARCHEX INC
Form 8-K
August 13, 2009

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): August 12, 2009

Marchex, Inc.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50658
(Commission File Number)

413 Pine Street

35-2194038
(I.R.S. Employer
Identification No.)

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Suite 500

Seattle, Washington 98101

(Address of Principal Executive Offices)

(206) 331-3300

(Registrant's telephone number, including area code)

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))

**Item 1.01 Entry into a Material Definitive Agreement
Officer Stock Option Grants.**

On August 12, 2009 (the Grant Date), the Compensation Committee of the Board of Directors of Marchex, Inc. (the Company), pursuant to its review of equity incentives for executive officers of the Company, approved stock option grants under the Company's 2003 Amended and Restated Stock Incentive Plan (the Plan) to the executive officers in the below table in the following share amounts:

| Name of Executive Officer | Option for Number of Shares of Class B Common Stock |
|---------------------------|--|
| Russell C. Horowitz | 150,000 |
| Michael Arends | 150,000 |
| Matthew Berk | 100,000 |
| Ethan Caldwell | 150,000 |
| Peter Christothoulou | 150,000 |
| John Keister | 150,000 |

Each such option shall have an exercise price of \$4.63 per share, the closing price of the Company's Class B common stock on the Grant Date, shall be an incentive stock option to the extent permitted by the Internal Revenue Code of 1986, as amended, and otherwise a nonqualified stock option, with fifty percent (50%) of the option shares vesting on the first and second annual anniversaries of the Grant Date, respectively, and with vesting in full of all such option shares in the event of a Change in Control (as defined in the Executive Officer Stock Option Agreement).

The above summary is qualified in its entirety by reference to the Company's form of Executive Officer Stock Option Agreement, a copy of which will be filed as an exhibit to the Company's next applicable periodic report or registration statement.

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

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

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: August 13, 2009

MARCHEX, INC.

By: /s/ Russell C. Horowitz

Name: Russell C. Horowitz

Title: Chairman and Chief Executive Officer