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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): September 26, 2019**

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**Marchex, Inc.**

(Exact name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50658**  
(Commission File Number)

**35-2194038**  
(IRS Employer  
Identification No.)

**520 Pike Street Suite 2000,  
Seattle, Washington**  
(Address of principal executive offices)

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

**98101**  
(Zip Code)

**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.**

On September 26, 2019 (the “Grant Date”), in connection with the election of directors at the 2019 annual stockholders meeting of Marchex, Inc. (“Marchex”), Marchex granted each of Marchex’s directors (i) 15,000 restricted shares of Class B common stock at a purchase price of \$.01 per share; and (ii) 20,000 options at an exercise price of \$3.26 per share, the exercise price being the closing price of Marchex’s stock price on the Grant Date, in each case under Marchex’s 2012 Stock Incentive Plan as compensation for their annual board service. Fifty percent (50%) of such shares of restricted stock and options shall vest on the first and second annual anniversary of the Grant Date, respectively, and with vesting in full upon a Change in Control (as defined in such restricted stock and option agreements), in each case assuming continued service on Marchex’s Board of Directors for such period. In addition, Marchex agreed to pay each non-employee director \$7,500 in cash per quarter for the independent directors’ annual director service.

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

On September 26, 2019, Marchex held its 2019 annual meeting of stockholders. Holders of Class A common stock are entitled to twenty-five (25) votes per share and holders of Class B common stock are entitled to one (1) vote per share and vote together as a single class on all matters (including election of directors) submitted to a vote of stockholders, unless otherwise required by law. At the meeting, the stockholders elected each director nominee to the Board by the following votes:

Nominee	For	Withheld	Broker Non-Votes
Dennis Cline	135,107,603	6,339,770	4,517,306
Donald Cogsville	140,444,029	1,003,344	4,517,306
Russell C. Horowitz	140,666,346	781,027	4,517,306
M. Wayne Wisehart	137,782,356	3,665,017	4,517,306

At the meeting, the stockholders also ratified the appointment of Moss Adams LLP as Marchex’s independent registered public accounting firm for the fiscal year ending December 31, 2019 (with shares representing 145,586,488 votes voting for, 350,895 votes against, and 27,296 votes abstaining).

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**SIGNATURES**

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: September 27, 2019

By: \_\_\_\_\_ /s/ MICHELLE PATERNITI  
Name: **Michelle Paterniti**  
Title: **General Counsel**