

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM SB-2  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

Marchex, Inc.  
(Name of small business issuer in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

7389  
(Primary standard industrial  
classification code number)

35-2194038  
(I.R.S. employer  
identification number)

Marchex, Inc.  
413 Pine Street, Suite 500  
Seattle, Washington 98101  
(206) 331-3300

Russell C. Horowitz  
Chairman and Chief Executive Officer  
Marchex, Inc.  
413 Pine Street, Suite 500  
Seattle, Washington 98101  
(206) 331-3300

(Address and telephone number of principal executive  
offices and principal place of business)

(Name, address and telephone number of agent for service)

Copies to:

Francis J. Feeney, Jr., Esq.  
Michelle D. Paterniti, Esq.  
Nixon Peabody LLP  
100 Summer Street  
Boston, MA 02110  
(617) 345-1000

Patrick J. Schultheis, Esq.  
Craig E. Sherman, Esq.  
Wilson Sonsini Goodrich & Rosati  
701 Fifth Avenue, Suite 5100  
Seattle, WA 98104  
(206) 883-2500

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  333-121213

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(3)</sup>
Class B Common Stock, \$0.01 par value per share <sup>(2)</sup>		
4.75% Convertible Exchangeable Preferred Stock, \$0.01 par value per share <sup>(2)</sup>		
4.75% Convertible Subordinated Debentures <sup>(2)</sup>		
Total	\$ 39,693,750	\$ 4,672

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Includes an indeterminate number of shares of Class B common stock (including an indeterminate number of shares of Class B common stock issuable to satisfy the dividend make-whole payment and interest make-whole payment pursuant to the terms of the 4.75% Convertible Exchangeable Preferred Stock or the 4.75% Convertible Subordinated Debentures) and 4.75% Convertible Exchangeable Preferred Stock, each as may be issued at indeterminate prices, but with an aggregate offering price not to exceed \$20.00, plus such indeterminate number of shares of Class B common stock issuable upon conversion of 4.75% Convertible Exchangeable Preferred Stock or the 4.75% Convertible Subordinated Debentures and such indeterminate number of 4.75% Convertible Subordinated Debentures that may be exchanged for 4.75% Convertible Exchangeable Preferred Stock for which no separate consideration will be received.

(3) The Registrant previously registered an aggregate of \$210,000,000 in securities on Form SB-2 (File No. 333-121213), for which a filing fee of \$24,717 was previously paid.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of Class B Common Stock and 4.75% Convertible Exchangeable Preferred Stock of the Registrant contemplated by the Registration Statement on Form SB-2, File No. 333-121213 (the "Prior Registration Statement"), and is being filed for the sole purpose of registering additional securities of the same classes as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, as amended (including the exhibits thereto), which was declared effective by the Commission on February 8, 2005, are incorporated herein by reference.



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**EXHIBIT INDEX**

(a) Exhibits

<u>Number</u>	<u>Description</u>
5.1.1	Opinion of Nixon Peabody LLP.
5.1.2	Opinion of Nixon Peabody LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Independent Auditors' Consent.
23.3	Independent Auditors' Consent.
23.4	Consent of Counsel (included in Exhibits 5.1.1 and 5.1.2).
24.1	Power of Attorney (incorporated by reference from Registration Statement on Form SB-2 (File No. 333-121213).

**NIXON PEABODY LLP  
ATTORNEYS AT LAW**

100 Summer Street  
Boston, Massachusetts 02110-2131  
(617) 345-1000  
Fax: (617) 345-1300

February 9, 2005

Marchex, Inc.  
413 Pine Street, Suite 500  
Seattle, WA 98101

Re: Registration Statement on Form SB-2 pursuant to Rule 462(b)

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form SB-2 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of up to \$39,693,750 worth of shares of Class B common stock, par value \$0.01 per share (the "Shares") of Marchex, Inc., a Delaware corporation (the "Company").

The Shares are to be sold by the Company pursuant to a purchase agreement (the "Purchase Agreement") to be entered into among the Company and the several underwriters to be named in the Purchase Agreement for whom Piper Jaffray & Co., RBC Capital Markets, Thomas Weisel Partners LLC and Sanders Morris Harris are acting as representatives. The form of the Purchase Agreement has been filed as Exhibit 1.1 to the Registration Statement on Form SB-2, File No. 333-121213 (the "Prior Registration Statement").

In our capacity as special counsel to the Company in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares, and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed. We have examined signed copies of the Registration Statement and the Prior Registration Statement as filed with the Commission. We have also examined and relied upon the Purchase Agreement, minutes of meetings of the stockholders and the Board of Directors of the Company as provided to us by the Company, the Certificate of Incorporation and By-Laws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinion hereinafter set forth. In addition, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We assume that the appropriate actions will be taken, prior to the offer and sale of the Shares in accordance with the Purchase Agreement to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We are opining herein as to the effect on the subject transaction only of Delaware law including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting those laws, and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws.

Subject to the foregoing, it is our opinion that as of the date hereof, (i) the Shares have been duly authorized by all necessary corporate action of the Company, and (ii) the Shares, upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement and the Prior Registration Statement, will be validly issued, fully paid and nonassessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters."

Very truly yours,

/s/ Nixon Peabody LLP

**NIXON PEABODY LLP  
ATTORNEYS AT LAW**

100 Summer Street  
Boston, Massachusetts 02110-2131  
(617) 345-1000  
Fax: (617) 345-1300

February 9, 2005

Marchex, Inc.  
413 Pine Street, Suite 500  
Seattle, WA 98101

Re: Registration Statement on Form SB-2 pursuant to Rule 462(b)

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form SB-2 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of up to \$39,693,750 worth of shares of convertible exchangeable preferred stock, par value \$0.01 per share (the "Shares"), of Marchex, Inc., a Delaware corporation (the "Convertible Preferred Stock").

The shares of Convertible Preferred Stock are to be sold by the Company pursuant to a purchase agreement (the "Purchase Agreement") to be entered into among the Company and the several underwriters to be named in the Purchase Agreement for whom Piper Jaffray & Co., RBC Capital Markets and Thomas Weisel Partners LLC are acting as representatives. The form of the Purchase Agreement has been filed as Exhibit 1.2 to the Registration Statement on Form SB-2, File No. 333-121213 (the "Prior Registration Statement").

In our capacity as special counsel to the Company in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the shares of Convertible Preferred Stock, and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed. We have examined signed copies of the Registration Statement and the Prior Registration Statement as filed with the Commission. We have also examined and relied upon the Purchase Agreement, minutes of meetings of the stockholders and the Board of Directors of the Company as provided to us by the Company, the Certificate of Incorporation and By-Laws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinion hereinafter set forth. In addition, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We assume that the appropriate actions will be taken, prior to the offer and sale of the shares of Convertible Preferred Stock in accordance with the Purchase Agreement to register and qualify the shares of Convertible Preferred Stock for sale under all applicable state securities or "blue sky" laws.

We are opining herein as to the effect on the subject transaction only of Delaware law including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting those laws, and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws.

Subject to the foregoing, it is our opinion that as of the date hereof,

(i) The shares of Convertible Preferred Stock have been duly authorized by all necessary corporate action of the Company.

(ii) The shares of Convertible Preferred Stock, upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement and the Prior Registration Statement, will be validly issued, fully paid and nonassessable.

(iii) The Convertible Subordinated Debentures (the "Debentures") for which the Convertible Preferred Stock is exchangeable have been duly authorized and, when and if issued upon exchange of the Convertible Preferred Stock in accordance with the Certificate of the Powers, Designations, Preferences and Rights of the Convertible Preferred Stock (the "Certificate of Designations"), will be valid and binding obligations of the Company, subject, as to enforcement, to (a) bankruptcy, insolvency, reorganization, arrangement, moratorium and other laws of general applicability relating to or affecting creditors' rights, and (b) general principles of equity (including, without limitation, standards of materiality, good faith, fair dealing and reasonableness), whether such enforceability is considered in a proceeding in equity or at law.

(iv) The shares of Class B common stock, par value \$0.01 per share (the "Common Stock") issuable upon conversion of the Convertible Preferred Stock or the Debentures, together with the Common Stock issuable under certain circumstances pursuant to the "make-whole" payment provisions of the Convertible Preferred Stock and the Debentures, have been duly authorized and reserved for issuance and, when and if issued upon valid conversion of the Convertible Preferred Stock in accordance with the Certificate of Designations or upon valid conversion of the Debentures in accordance with the provisions of the Indenture, will be validly issued, fully paid and non-assessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

It is understood that this opinion is to be used only in connection with the offer and sale of the shares of Convertible Preferred Stock while the Registration Statement is in effect. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters."

Very truly yours,

/s/ Nixon Peabody LLP



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Marchex, Inc.:

We consent to the use of our report dated February 16, 2004, except as to note 15(a), which is as of March 18, 2004, with respect to the consolidated balance sheets of the Predecessor to Marchex, Inc. as of December 31, 2002 and February 28, 2003 and of Marchex, Inc, and subsidiaries as of December 31, 2003, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year ended December 31, 2002 and the period from January 1, 2003 through February 28, 2003 (Predecessor periods), and the period from January 17, 2003 (inception) through December 31, 2003 (Successor period), incorporated by reference herein, which report appears in Amendment No. 2 to Registration Statement No. 333-121213 on Form SB-2 of Marchex, Inc., and to the reference to our firm under the heading "Experts" in the prospectuses, which are part of such Registration Statement.

Seattle, Washington  
February 7, 2005

**Independent Auditors' Consent**

The Board of Directors  
Marchex, Inc.:

We consent to the use of our report dated December 1, 2003, with respect to the balance sheets of Sitewise Marketing, Inc. as of December 31, 2002 and September 30, 2003, and the related statements of operations, stockholders' equity, and cash flows for the year ended December 31, 2002 and the nine month period ended September 30, 2003, and our report dated August 25, 2004 with respect to the balance sheet of goClick.com, Inc. as of December 31, 2003 and the related statements of income, stockholder's equity, and cash flows for the year then ended, all incorporated by reference herein, which reports appear in Amendment No. 2 to Registration Statement No. 333-121213 on Form SB-2 of Marchex, Inc., and to the reference to our firm under the heading "Experts" in the prospectuses, which are part of such Registration Statement.

Seattle, Washington  
February 7, 2005

**Independent Auditors' Consent**

The Board of Directors  
Name Development Ltd.:

We consent to the use of our report incorporated by reference herein, which report appears in Amendment No. 2 to Registration Statement No. 333-121213 on Form SB-2 of Marchex, Inc., and to the reference to our firm under the heading "Experts" in the prospectuses, which are part of such Registration Statement.

Seattle, Washington  
February 7, 2005