
**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): October 1, 2016

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.)

**520 Pike Street
Suite 2000
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))
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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.

Board and Officer Changes.

Effective on October 1, 2016, Clark Kokich (“Kokich”) resigned as Executive Chairman of the Board of Directors of Marchex, Inc. (the “Company”) and as a member of the Board of Directors (the “Board”). Mr. Kokich’s decision to resign was not as a result of any disagreement with the Company.

Effective on October 3, 2016 (the “Effective Date”), by mutual agreement, Peter Christothoulou resigned as Chief Executive Officer of the Company and on the Effective Date, the Board appointed Anne Devereux-Mills as Chairman of the Board.

Also on the Effective Date, the Board established an Interim Office of the CEO subject to oversight by Anne Devereux-Mills as Chairman. The Interim Office of the CEO consists of Michael Arends, Chief Financial Officer of the Company; Ethan Caldwell, Chief Administrative Officer, General Counsel and Secretary of the Company; Gary Nafus, Chief Revenue Officer of the Company; and Russell C. Horowitz, currently a consultant to the Company and previously Chief Executive Officer and Chairman of the Board. The Interim Office of the CEO will perform the duties and responsibilities of the chief executive officer on an interim basis while a search for a permanent chief executive officer is conducted by the Nominating & Governance Committee of the Board. During the period in which the Interim Office of the CEO is active, Ethan Caldwell will act as the principal executive officer for Securities and Exchange Commission (“SEC”) reporting purposes. Further information regarding Ms. Devereux-Mills, Mr. Arends, Mr. Caldwell, Mr. Nafus and Mr. Horowitz is set forth in the Company’s Definitive Proxy Statement filed with the SEC on April 4, 2016.

Separation Agreement (Christothoulou).

In connection with his resignation, on the Effective Date Mr. Christothoulou entered into a separation agreement and release with the Company (the “Christothoulou Separation Agreement”), which supersedes and replaces any employment and retention related agreements with Christothoulou. Notwithstanding the foregoing, Christothoulou shall remain an employee of the Company through October 31, 2016. The Christothoulou Separation Agreement provides for the following:

- a cash payment equal to \$285,000 payable on the Effective Date and a second cash payment equal to \$285,000 payable on April 3, 2017 subject to performance of transition services in cooperation with the Company through such date;
- payment by the Company of its share of medical, dental and vision insurance premiums under COBRA for Christothoulou and Christothoulou’s dependents for up to twelve (12) months following the termination date; and
- an additional vesting of 190,187 shares of restricted stock and an additional vesting of 288,877 options held by Christothoulou as of the termination date.

Additionally, the Christothoulou Separation Agreement contains a release of claims, as well as an acknowledgement of Mr. Christothoulou’s existing non-competition and non-solicitation obligations pursuant to his Amended and Restated Employment Agreement with the Company dated April 21, 2016.

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

The Company issued a press release regarding the Board and officer changes described above on October 3, 2016. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company, dated October 3, 2016.

Marchex Announces CEO and Board Transitions**Company Reiterates Revenue Guidance for Third Quarter**

SEATTLE—October 3, 2016— Marchex (NASDAQ:MCHX), a leading mobile advertising analytics company, today announced changes to its executive leadership team to improve its operational performance and focus on returning the company to profitability.

Pete Christothoulou has resigned as CEO, effective immediately. In addition, Clark Kokich has resigned as a member of the Board of Directors.

Anne Devereux-Mills, Board member, has assumed responsibilities as Chairman of the Board of Directors, effective immediately. She has more than 25 years of executive leadership experience in global advertising and marketing organizations. Previously, Devereux-Mills was an executive at the Omnicom Group, where she held roles of President, CEO and Chairman for companies within the Omnicom Group.

The Board of Directors has created an Interim Office of the CEO subject to oversight by Anne Devereux-Mills as Chairman and comprised of the following members: Russell Horowitz, former CEO and Chairman of the Board and current consultant to the company, Michael Arends, Chief Financial Officer; Ethan Caldwell, Chief Administrative Officer and General Counsel; and Gary Nafus, Chief Revenue Officer. The Board of Directors will begin a search for the company's next CEO.

“Marchex has a long history of delivering exceptional products and service to its customers while being a cash-generating company,” said Anne Devereux-Mills, Chairman of the Board. “As we begin the process of looking for a new CEO, we are reaffirming our commitment to our customers and our opportunity, while focusing on returning Marchex to a profitable, cash-generating company as soon as possible. The Board thanks Pete for his service and is appreciative of the many contributions he has made to Marchex.”

“I am proud of the organization we've built and the culture centered on “customers first,” said Christothoulou. “The company has a great opportunity fueled by incredible people and I'll continue to be a supporter.”

In addition, the company is reiterating its third quarter revenue guidance for \$30 million or more. For Adjusted OIBA in the third quarter, Marchex now expects a range of a loss of \$3.5 million to \$4.5 million including adjustments related to personnel matters for the third quarter. For Adjusted EBITDA, the company now expects a range of a loss of \$2.5 million to \$3.5 million. As of September 30, 2016 the company had more than \$104 million cash on-hand.

About Marchex:

Marchex is a mobile advertising analytics company that connects online behavior to real-world, offline actions. By linking critical touchpoints in the customer journey, Marchex's products enable a 360-degree view of marketing effectiveness. Brands and agencies utilize Marchex's products to transform business performance.

Please visit www.marchex.com, www.marchex.com/blog or [@marchex](https://twitter.com/marchex) on Twitter (Twitter.com/Marchex), where Marchex discloses material information from time to time about the company, its financial information, and its business.

Source: Marchex, Inc.

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