SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPR	OVAL				
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* ARENDS MICHAEL A				2. Issuer Name and Ticker or Trading Symbol <u>MARCHEX INC</u> [MCHX]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
ARENDS MICHAEL A										2	Directo	or		10% Ov	vner			
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 09/28/2023								Officer below)	(give title	Other (specify below)			
1200 5TH AVE						03/20/	2023								Vice C	hairman		
SUITE 1300					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)													2	Form f	iled by One	e Reportin	g Perso	n
SEATTL	.E	WA		98101										Form f Persor	iled by Mor າ	e than On	ie Repo	rting
(City)		(State	e)	(Zip)		Rule	10b5-1(c)	Trans	acti	on Ind	ica	tion	,					
	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								intendeo	i to								
			Tab	le I - Nor	n-Deriv	ative S	ecurities Acc	quired,	Dis	oosed o	f, o	r Ben	eficially	/ Owned				
Dat			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Transaction Disposed (Code (Instr. 5)		rities Acquired (A) d Of (D) (Instr. 3, 4		(A) or 3, 4 and	Securitie Benefici Owned I	5. Amount of Securities Beneficially Owned Following		rect lirect 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount (A) or (D)		Price	 Reported Transaction(s) (Instr. 3 and 4) 				(Instr. 4)	
Class B C	s B Common Stock 09/28/2023 A 15,000 ⁽¹⁾ A				\$0.01	1,41	7,129	D										
Class B C	Common	mmon Stock 18,100 I								By IRA								
Class B Common Stock												6,	6,500			By IRA for Diana Arends		
			1				curities Acqu lls, warrants,	,		,				Owned			!	
1. Title of Derivative	2. Conversio	n D	Transaction ate	3A. Deeme Execution	Date, 🔤	1. Fransaction	n of	6. Date Expiration	n Date	e of Securities				3. Price of Derivative Securities		e Ow	/nership	11. Nature of Indirect

Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	es ed ed nstr.	(Month/Day/Year)		of Securities Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$1.45	09/28/2023		A		20,000		(2)	09/28/2033	Class B Common Stock	20,000	\$0.00	20,000	D	

Explanation of Responses:

1. Restricted stock award effective September 28, 2023 (the "Grant Date") with 50% of such shares vesting on September 28, 2024 and September 28, 2025, respectively, assuming continued service on the Board for such period and with vesting in full of all such restricted shares upon a Change of Control (as defined in such reporting person's restricted stock agreement).

2. Option grant effective on the Grant Date with 50% of such options vesting on September 28, 2024 and September 28, 2025, respectively, assuming continued service on the Board for such period and with vesting in full of all such options upon a Change of Control (as defined in such reporting person's option agreement).

Remarks:

Michael A. Arends
** Signature of Reporting Person

<u>10/02/2023</u> Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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