

MARCHEX INC  
Form 3  
April 22, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                           |         |                                      |                                                    |                                                                        |
|-------------------------------------------|---------|--------------------------------------|----------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |                                                                        |
| Â Ismail Ziad                             |         | (Month/Day/Year)                     | MARCHEX INC [MCHX]                                 |                                                                        |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|                                           |         | 04/18/2016                           |                                                    |                                                                        |
| 520 PIKE STREET,Â SUITE 2000              |         |                                      | (Check all applicable)                             |                                                                        |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|                                           |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other                                         |
|                                           |         |                                      | (give title below)                                 | (specify below)                                                        |
|                                           |         |                                      | Chief Product Officer                              |                                                                        |
| SEATTLE,Â WAÂ 98101                       |         |                                      |                                                    | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                |                                                    | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|                                           |         |                                      |                                                    | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Class B Common Stock            | 142,433                                               | D                                                        | Â                                                     |
| Class B Common Stock            | 30,000 <sup>(1)</sup>                                 | D                                                        | Â                                                     |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|

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|                                      | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |           |
|--------------------------------------|------------------|-----------------|----------------------|----------------------------|---------------------|-------------------------------------------------|-----------|
| Restricted Stock Units               | Â (2)            | Â (2)           | Class B Common Stock | 37,500                     | \$ 0                | D                                               | Â         |
| Restricted Stock Units               | Â (3)            | Â (3)           | Class B Common Stock | 30,000                     | \$ 0                | D                                               | Â         |
| Employee Stock Option (right to buy) | Â (4)            | 10/17/2021      | Class B Common Stock | 15,000                     | \$ 8.82             | D                                               | Â         |
| Employee Stock Option (right to buy) | Â (5)            | 03/08/2023      | Class B Common Stock | 80,000                     | \$ 4.04             | D                                               | Â         |
| Employee Stock Option (right to buy) | Â (6)            | 04/04/2024      | Class B Common Stock | 75,000                     | \$ 10.15            | D                                               | Â         |
| Employee Stock Option (right to buy) | Â (7)            | 04/01/2025      | Class B Common Stock | 40,000                     | \$ 4.36             | D                                               | Â         |
| Employee Stock Option (right to buy) | Â (8)            | 02/01/2023      | Class B Common Stock | 15,000                     | \$ 3.83             | I                                               | By spouse |
| Employee Stock Option (right to buy) | Â (9)            | 04/02/2023      | Class B Common Stock | 6,804                      | \$ 4.2              | I                                               | By spouse |
| Employee Stock Option (right to buy) | Â (10)           | 04/04/2024      | Class B Common Stock | 10,000                     | \$ 10.15            | I                                               | By spouse |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                         |       |
|-------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                 | Other |
| Ismail Ziad<br>520 PIKE STREET<br>SUITE 2000<br>SEATTLE, WA 98101 | Â             | Â         | Â Chief Product Officer | Â     |

## Signatures

Ethan Caldwell, Attorney-in-Fact For: Ziad  
Ismail

04/22/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Original restricted stock award of 120,000 shares effective March 8, 2013 (the "Restricted Stock Grant Date"), of which 90,000 vested, resulting in 64,258 nonforfeitable shares (net of applicable taxes) being held by the reporting person. The remaining unvested restricted stock award vests on the fourth annual anniversary of the Restricted Stock Grant Date. Fifty percent (50%) of the total restricted stock award not already vested as of the date of a Change in Control (as such term is defined in the restricted stock agreement) will become vested and nonforfeitable upon the occurrence of a Change of Control.

(2) Original restricted stock unit award of 75,000 units effective April 4, 2014 (the "2014 RSU Grant Date"). Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock upon satisfaction of the vesting considerations. 37,500 of such original restricted stock units have vested and were surrendered in exchange for 27,031 shares (net of applicable taxes) of the Issuer's Class B Common Stock. The remaining unvested restricted stock unit award vests in accordance with the following two year vesting schedule: 25% of the total units shall vest on each of the third and fourth annual anniversaries, respectively, of the 2014 RSU Grant Date. Fifty percent (50%) of the total restricted stock units not already vested as of the date of a Change in Control (as such term is defined in the restricted stock unit agreement) will become vested upon the occurrence of a Change of Control.

(3) Original restricted stock unit award of 40,000 units effective April 1, 2015 (the "2015 RSU Grant Date"). Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock upon satisfaction of the vesting considerations. 10,000 of such original restricted stock units have vested and were surrendered in exchange for 7,181 shares (net of applicable taxes) of the Issuer's Class B Common Stock. The remaining unvested restricted stock unit award vests in accordance with the following three year vesting schedule: 25% of the total units shall vest on each of the second, third and fourth annual anniversaries, respectively, of the 2015 RSU Grant Date. Fifty percent (50%) of the total restricted stock units not already vested as of the date of a Change in Control (as such term is defined in the restricted stock unit agreement) will become vested upon the occurrence of a Change of Control.

(4) Immediate exercisability.

(5) Option grant effective March 8, 2013 ("2013 Option Grant Date"). 25% of the options will vest on the first annual anniversary of the 2013 Option Grant Date. Thereafter, 1/12 of the remaining options will vest quarterly for the following three years. Fifty percent (50%) of the total options not already vested as of the date of a Change in Control (as such term is defined in the stock option agreement) will become vested upon the occurrence of a Change of Control.

(6) Option grant effective April 4, 2014 ("2014 Option Grant Date"). 25% of the options will vest on the first annual anniversary of the 2014 Option Grant Date. Thereafter, 1/12 of the remaining options will vest quarterly for the following three years. Fifty percent (50%) of the total options not already vested as of the date of a Change in Control (as such term is defined in the stock option agreement) will become vested upon the occurrence of a Change of Control.

(7) Option grant effective April 1, 2015 ("2015 Option Grant Date"). 25% of the options will vest on the first annual anniversary of the 2015 Option Grant Date. Thereafter, 1/12 of the remaining options will vest quarterly for the following three years. Fifty percent (50%) of the total options not already vested as of the date of a Change in Control (as such term is defined in the stock option agreement) will become vested upon the occurrence of a Change of Control.

(8) Option grant effective February 1, 2013 ("Feb 2013 Option Grant Date"). 25% of the options will vest on the first annual anniversary of the Feb 2013 Option Grant Date. Thereafter, 1/12 of the remaining options will vest quarterly for the following three years.

(9) Option grant effective April 2, 2013 ("Apr 2013 Option Grant Date"). 25% of the options will vest on the first annual anniversary of the Apr 2013 Option Grant Date. Thereafter, 1/12 of the remaining options will vest quarterly for the following three years.

(10) Option grant effective the 2014 Option Grant Date. 25% of the options will vest on the first annual anniversary of the 2014 Option Grant Date. Thereafter, 1/12 of the remaining options will vest quarterly for the following three years.

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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