

MARCHEX INC  
Form 8-K  
April 01, 2014

**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): March 26, 2014**

**Marchex, Inc.**

**(Exact name of Registrant as Specified in its Charter)**

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

**000-50658**  
**(Commission**  
  
**File Number)**  
**520 Pike Street**

**35-2194038**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 26, 2014, Marchex, Inc., a Delaware corporation ( Marchex or the Company ), entered into an underwriting agreement (the Underwriting Agreement ) with Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (collectively, the Underwriters ), and Russell C. Horowitz as Attorney-in-Fact for the selling stockholders named therein (collectively, the Selling Stockholders ) in connection with the sale by Marchex and the Selling Stockholders (the Offering ) of an aggregate of 5,714,000 shares (the Firm Shares ) of Marchex's Class B common stock, par value \$0.01 per share ( Common Stock ), at a public offering price of \$10.50 per share. The Firm Shares consist of 2,857,000 shares of Common Stock to be sold by Marchex and 2,857,000 shares of Common Stock to be sold, collectively, by the Selling Stockholders. Pursuant to the Underwriting Agreement, Marchex and certain of the Selling Stockholders have granted the Underwriters a 30-day option to purchase an aggregate of up to an additional 857,100 shares of Common Stock, which includes up to 514,100 additional shares from Marchex and up to 343,000 additional shares from certain of the Selling Stockholders.

The net proceeds to the Company, after underwriting discounts and commissions and estimated offering expenses and before giving effect to the Underwriters' option, if exercised, will be approximately \$27.2 million. Marchex intends to use the net proceeds from the Offering for general corporate purposes, which may include acquisitions or licenses of, or investments in, products, services, technologies or other businesses. Marchex will not receive any proceeds from the sale of shares of Common Stock by the Selling Stockholders. The closing of the sale of the Firm Shares is scheduled to occur on or about April 1, 2014.

The Underwriting Agreement contains customary representations, warranties, covenants and closing conditions. Pursuant to the Underwriting Agreement, Marchex and the Selling Stockholders agreed to indemnify the underwriters against certain liabilities that could be incurred by them in connection with the Offering. In connection with the Offering, the directors and executive officers of the Company have entered into 90-day lock-up agreements and in the case of the Selling Stockholders, 180-day lock-up agreements.

The Offering was made pursuant to a prospectus supplement and an accompanying prospectus filed with the Securities and Exchange Commission pursuant to Marchex's effective shelf registration statement on Form S-3 (File No. 333-192891).

The foregoing summary of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit 1.1 and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On March 26, 2014, Marchex issued a press release announcing the pricing of the Offering (the Press Release ). The full text of the Press Release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 (including Exhibit 99.1) is being furnished and shall not be deemed filed for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 1.1                       | Underwriting Agreement, dated March 26, 2014, by and among Marchex, Deutsche Bank Securities Inc., as representatives of the several underwriters named therein, and Russell C. Horowitz, as Attorney-in-Fact for the Selling Stockholders. |
| 5.1                       | Opinion of DLA Piper LLP (US).  |
| 23.1                      | Consent of DLA Piper LLP (US) (included in Exhibit 5.1).  |
| 99.1                      | Press release of Marchex, Inc., dated March 26, 2014.   |

**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.

Date: April 1, 2014

MARCHEX, INC.

By: /s/ RUSSELL C. HOROWITZ  
Name: **Russell C. Horowitz**  
Title: **Chairman and Chief Executive Officer**