

MARCHEX INC
Form 4
June 20, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ARENDS MICHAEL A

(Last) (First) (Middle)
520 PIKE STREET, SUITE 2000
(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MARCHEX INC [MCHX]

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | |
| Class B Common Stock | 06/18/2014 | | M | | 28,399 | A \$ 4.63 | 425,784 D |
| Class B Common Stock | 06/18/2014 | | M | | 71,601 | A \$ 4.89 | 497,385 D |
| Class B Common Stock | 06/18/2014 | | S ⁽¹⁾ | | 100,000 | D \$ 11.25 | 397,385 D |
| Class B Common | 06/20/2014 | | M | | 8,400 | A <u>2</u> | 405,785 D |

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| | | | | | | | | | |
|----------------------------|------------|--|------------------|-------|---|-------------|---------|---|--|
| Stock | | | | | | | | | |
| Class B Common Stock | 06/20/2014 | | F ⁽³⁾ | 3,524 | D | \$ 11.47 | 402,261 | D | |
| Class B Common Stock | | | | | | | 18,100 | I | By IRA |
| Class B Common Stock | | | | | | | 6,500 | I | By IRA for Diana Arends |
| Class B Common Stock | | | | | | | 10,500 | I | By Trust for Nicole Marie ⁽⁴⁾ |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 4.63 | 06/18/2014 | | M | 28,399 | ⁽⁵⁾ 08/12/2019 | Class B Common Stock | 28,399 |
| Non-Qualified Stock Option (Right to Buy) | \$ 4.89 | 06/18/2014 | | M | 71,601 | ⁽⁵⁾ 05/11/2020 | Class B Common Stock | 71,601 |
| Restricted Stock Units | ⁽²⁾ | 06/20/2014 | | M | 8,400 | ⁽²⁾ ⁽²⁾ | Class B Common Stock | 8,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ARENDS MICHAEL A 520 PIKE STREET SUITE 2000 SEATTLE, WA 98101 | | | Chief Financial Officer | |

Signatures

Michael A.
Arends

06/20/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10(b)5-1 trading plan adopted by the reporting person in 2014 and which such Rule 10(b)5-1 trading plan shall terminate on the earlier of all shares having been sold thereunder or December 31, 2015.
Restricted stock unit award effective December 20, 2011 (the "RSU Grant Date"). Each restricted stock unit represents a contingent right to receive one share of the Corporation's Class B Common Stock upon satisfaction of the vesting considerations. The restricted stock units have been issued in three separate tranches, representing approximately 32% ("Tranche A"), 33% ("Tranche B") and 35% ("Tranche C"), respectively, of such award. Such restricted stock units shall vest on the later of (a) the twelve month anniversary of the RSU Grant Date (Tranche A), the twenty-one month anniversary of the RSU Grant Date (Tranche B) or the thirty month anniversary of the RSU Grant Date (Tranche C), and (b) the last day of the first 20 consecutive trading day period after the RSU Grant Date during which the average closing price of the Corporation's Class B Common Stock over such period is equal to or greater than \$8.00 (Tranche A), \$8.50 (Tranche B) or \$9.00 (Tranche C).
 - (3) Exempt disposition to the Issuer under Rule 16b-3(e) to satisfy tax withholding obligations arising out of the vesting of restricted stock units.
 - (4) Reporting person disclaims beneficial ownership.
 - (5) Immediate exercisability.

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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