

MARCHEX INC  
Form 8-K  
December 09, 2005

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

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 8, 2005

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**Marchex, Inc.**

(Exact name of Registrant as Specified in its Charter)

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

**000-50658**  
(Commission File Number)

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

**413 Pine Street**

**Suite 500**

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Seattle, Washington 98101

(Address of Principal Executive Offices)

(206) 331-3300

(Registrant's telephone number, including area code)

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Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the reporting obligation of the registrant under any of the following provisions:

- .. 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.**

On December 8, 2005, the Compensation Committee of the Board of Directors of Marchex, Inc. amended the Marchex 2004 Employee Stock Purchase Plan (the ESPP) to provide that effective January 1, 2006 the purchase price of shares of Class B common stock available under the ESPP shall be equal to 95% of the closing price of the shares of Class B common stock on the last business day of each purchase period. The amendment was adopted in response to Financial Accounting Standards Board Statement No. 123(R), *Share-Based Payment*. Prior to the amendment, the purchase price of shares of Class B common stock available under the ESPP was equal to 85% of the closing price of the Class B common stock on (i) the first business day of such relevant purchase period, or (ii) the last business day of such relevant purchase period, whichever closing price shall be less. A copy of the ESPP as amended is attached to this current report on Form 8-K as Exhibit 10.15 and is incorporated by reference as though it were fully set forth herein. The foregoing summary description of the ESPP as amended is not intended to be complete, and is qualified in its entirety by the complete text of the ESPP as amended.

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

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.15	Marchex, Inc. 2004 Employee Stock Purchase Plan, as amended on December 8, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

**MARCHEX, INC.**

Date: December 9, 2005

/s/ Michael A. Arends  
Name: Michael A. Arends  
Title: Chief Financial Officer  
(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

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