

MARCHEX INC
Form 8-K
May 25, 2007

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): May 25, 2007

Marchex, Inc.

(Exact name of Registrant as Specified in its Charter)

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

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
 - Soliciting material pursuant to Rule 14a-12 of the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) Exchange Act
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Item 7.01. Regulation FD Disclosure.

Marchex, Inc. ("Marchex") permits its directors, officers and certain employees to enter into stock trading plans with respect to Marchex common stock which are intended to qualify for the safe harbor under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended ("Rule 10b5-1"), subject to Marchex's applicable guidelines and policies on insider trading.

On May 25, 2007, Peter Christothoulou, the Chief Strategy Officer of Marchex established a sales plan in accordance with Rule 10b5-1, to provide for pre-determined sales of a portion of his Marchex common stock as part of his individual long-term asset diversification and liquidity strategy, subject to certain contingencies.

Under the Rule 10b5-1 plan, Mr. Christothoulou will sell up to 300,000 shares over a two (2) year period, with the first sales thereunder commencing in February of 2008, which, assuming all 300,000 shares are sold, represents approximately 39% of Mr. Christothoulou's current direct and indirect holdings of Marchex common stock and less than 1% of the currently outstanding Class B common stock of Marchex and less than 1% of the currently outstanding total common stock of Marchex. The aforementioned sales under the plan include the sales of certain restricted shares as such shares vest in part to cover the tax liability incurred upon the vesting of such restricted shares. The plan provides for sales of specified share amounts at specific and prevailing market prices, subject to specified limitations and require that such sales are disclosed publicly through appropriate filings with the Securities and Exchange Commission.

The Rule 10b5-1 plan was adopted in accordance with the Marchex Code of Conduct for all officers, directors and employees. Rule 10b5-1 permits the implementation of written, prearranged stock trading plans by insiders when the insiders are not in possession of material non-public information. Such plans allow insiders to diversify their holdings and to minimize the market impact of stock sales by spreading them out over time.

The information in this Current Report is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information in this Current Report 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.

SIGNATURES

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

Date: May 25, 2007

MARCHEX, INC.

By: /s/ Russell C. Horowitz

Name: Russell C. Horowitz

Title: Chairman and Chief Executive Officer

(Principal Executive Officer)