

MARCHEX INC
Form 4
March 08, 2013

FORM 4

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

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

OMB APPROVAL

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(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)
03/08/2013

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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	03/08/2013		<u>A(1)(2)(3)(4)(5)</u>	180,000	A \$ 0.01	686,504	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						10,500	I By Trust for

Stock

Nicole
Marie ⁽⁶⁾

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 03/08/2013

**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).

Restricted stock award effective March 8, 2013 (the "Grant Date"). The restricted stock award vests in accordance with the following four

- (1) year vesting schedule: 25% of the total number of restricted shares shall vest on December 20, 2013 and on each of the first, second, and third annual anniversaries thereof, and with accelerated vesting upon certain events.

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- 100% of the total number of restricted shares shall vest immediately upon (a) the last day of the first 20 consecutive trading day period after the Grant Date during which the average closing price of the Company's Class B common stock over such period is equal to or greater than \$6.00, (b) 2013 or 2014 operating income before amortization ("OIBA") is equal to 110% of the Company's financial plan for the 2013 or 2014 period, as applicable, and each as approved by the Board (a "Board Financial Plan") and as adjusted for acquisitions, stock splits and divestitures, or (c) the consummation of the Company's previously announced spin-off transaction or the sale or disposition of Archeo, Inc.; provided that however with respect to (i) if any of these triggers are met prior to December 20, 2013, then acceleration would occur on December 20, 2013, and if any of such triggers are met after such date, then acceleration would occur on the later of the date such trigger was met or May 11, 2014.
- (2)
- 75% of the total number of restricted shares shall vest immediately upon (a) the last day of the first 20 consecutive trading day period after the Grant Date during which the average closing price of the Company's Class B common stock over such period is equal to or greater than \$5.25, or (b) 2013 or 2014 OIBA is equal to 105% of the Board Financial Plan for the 2013 or 2014 period as adjusted for acquisitions, stock splits and divestitures; provided that however with respect to (ii) if any of these triggers are met prior to December 20, 2013, then such acceleration would occur on December 20, 2013, and if any of such triggers are met after such date, then the acceleration would occur on the later of the date such trigger was met or May 11, 2014.
- (3)
- 50% of the total number of restricted shares shall vest immediately upon (a) the last day of the first 20 consecutive trading day period after the Grant Date during which the average closing price of the Company's Class B common stock over such period is equal to or greater than \$4.50, or (b) 2013 or 2014 OIBA is equal to 100% of the Board Financial Plan for the 2013 or 2014 period as adjusted for acquisitions, stock splits and divestitures; provided that however with respect to (iii) if any of these triggers are met prior to December 20, 2013, then such acceleration would occur on December 20, 2013, and if any of such triggers are met after such date, then the acceleration would occur on the later of the date such trigger was met or May 11, 2014.
- (4)
- 100% of all restricted stock not already vested as of the date hereof, shall become immediately vested upon the occurrence of both (a) a Change of Control (as defined in such reporting person's award agreement), (b) followed by (i) a termination without cause of such reporting person's employment by the Issuer or any successor thereto, (ii) a Diminution in Duties (as defined in such reporting person's award agreement) with respect to the reporting person, or (iii) the twelve month anniversary of the occurrence of the Change of Control.
- (5)
- (6) Reporting person disclaims beneficial ownership.

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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