

MARCHEX INC  
Form POS AM  
May 08, 2015

As filed with the Securities and Exchange Commission on May 8, 2015

Registration No. 333-192891

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

**Post-Effective Amendment No. 1**

**to**

**FORM S-3**

**REGISTRATION STATEMENT**

*Under*

***THE SECURITIES ACT OF 1933***

**MARCHEX, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**35-2194038**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**520 Pike Street, Suite 2000**

**Seattle, WA 98101**

**(206) 331-3300**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Peter Christothoulou**

**Chief Executive Officer**

**Marchex, Inc.**

**520 Pike Street, Suite 2000**

**Seattle, WA 98101**

**(206) 331-3300**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copy to:*

**Francis J. Feeney, Jr., Esq.**

**Michelle D. Paterniti, Esq.**

**DLA Piper LLP (US)**

**33 Arch Street, 26<sup>th</sup> Floor**

**Boston, MA 02110**

**(617) 406-6000**

**Approximate date of commencement of proposed sale to public:** Not applicable.

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If any of the securities being registered on this form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

DEREGISTRATION OF UNSOLD SECURITIES

On January 9, 2014, the Securities and Exchange Commission declared effective a registration statement on Form S-3 (File No. 333-192891) (the Registration Statement ) of Marchex, Inc. (the Registrant ) registering the offer and sale by the Registrant of 2,857,000 shares of Class B common stock and the resale of 2,857,000 shares of Class B common stock by certain selling stockholders named therein.

Pursuant to the undertaking contained in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to deregister and remove from registration all registered but unsold shares covered by the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on May 8, 2015.

MARCHEX, INC.

By: /s/ Peter Christothoulou  
**Peter Christothoulou**  
**Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement No. 333-192891 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Peter Christothoulou <b>Peter Christothoulou</b>	Chief Executive Officer (Principal Executive Officer)	May 8, 2015
/s/ Michael A. Arends <b>Michael A. Arends</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 8, 2015
/s/ Russell C. Horowitz <b>Russell C. Horowitz</b>	Executive Director	May 8, 2015
/s/ Dennis Cline <b>Dennis Cline</b>	Director	May 8, 2015
/s/ Anne Devereux-Mills <b>Anne Devereux-Mills</b>	Director	May 8, 2015
/s/ Nicolas Hanauer <b>Nicolas Hanauer</b>	Vice Chairman and Director	May 8, 2015
/s/ Clark Kokich <b>Clark Kokich</b>	Executive Chairman and Director	May 8, 2015
/s/ Ian Morris <b>Ian Morris</b>	Director	May 8, 2015

**Ian Morris**

/s/ M. Wayne Wischart

Director

May 8, 2015

**M. Wayne Wischart**