#### **MARCHEX INC**

Form 4

November 07, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Last)

MARCHEX INC [MCHX]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

11/03/2016

Director Officer (give title \_X\_\_ 10% Owner \_ Other (specify

1924 SOUTH UTICA, SUITE 1120

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person X\_ Form filed by More than One Reporting

Person

**TULSA, OK 74104** 

share

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Dir Beneficially (D) or Owned Indirect (I Following (Instr. 4) Reported		7. Nature of t Indirect Beneficial Ownership (Instr. 4)	
Class B			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock, \$0.01 par value per share	11/03/2016		P	4,458	A	\$ 2.5	4,042,811 <u>(1)</u>	I	See Footnote
Class B Common Stock, \$0.01 par value per	11/04/2016		P	6,752	A	\$ 2.48	4,049,563 (1)	I	See Footnote

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) I	Derivative			Securi	ties	(Instr. 5)	
	Derivative				5	Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
					(	(A) or						
					I	Disposed						
					(	of (D)						
					(	Instr. 3,						
					4	4, and 5)						
										A		
										Amount		
							Date	Expiration	m: d	or		
							Exercisable	Date	Title	Number		
				G 1		(A) (D)				of		
				Code	V (	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C. 1924 SOUTH UTICA, SUITE 1120 TULSA, OK 74104		X				
FROHLICH PHIL 1924 SOUTH UTICA, SUITE 1120 TULSA, OK 74014		X				

## **Signatures**

Phil Frohlich, ma	nager of Prescott Group Capital Management,	
L.L.C.	anger of trestout eroup enprint remangement,	11/07/2016
	**Signature of Reporting Person	Date
/s/ Phil Frohlich		11/07/2016
	**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)** 

Reporting Owners 2

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The filing of this Form 4 shall not be construed as an admission that Prescott Group Capital Management, L.L.C. ("Prescott Capital") or Phil Frohlich, the manager of Prescott Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Class B Common Stock, \$0.01 par value per share (the "Common Stock"), of Marchex, Inc. (the "Issuer") purchased by Prescott Group Aggressive Small Cap Master Fund, G.P. (the "Master Fund") for the accounts of Prescott Group Aggressive Small Cap II, L.P. (together, the "Small Cap Funds"). Pursuant to Rule 16a-1, both Prescott Capital and Mr. Frohlich disclaim such beneficial ownership.

Prescott Capital holds indirectly the shares of Common Stock of the Issuer through the account of the Master Fund, of which Prescott Capital is the Investment Manager. The Master Fund holds the shares of Common Stock for the accounts of the Small Cap Funds, of

(2) which Prescott Capital is the Investment Manager. Prescott Capital receives a portion of the profits in the way of a capital allocation from, and owns a partnership interest in, the Small Cap Funds. Phil Frohlich reports the Common Stock held indirectly by Prescott Capital because, as the manager of Prescott Capital at the time of purchase, he controlled the disposition and voting of the securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.