MARCHEX INC
Form SB-2/A
January 11, 2005

As filed with the Securities and Exchange Commission on January 11, 2005

Registration Number 333-121213

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1 TO

FORM SB-2

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

Marchex, Inc.

(Name of small business issuer in its charter)

Delaware	7389	35-2194038
(State or other jurisdiction of incorporation or organization)	(Primary standard industrial classification code number)	(I.R.S. employer identification number)

Marchex, Inc.

413 Pine Street, Suite 500

Seattle, Washington 98101

(206) 331-3300

(Address and telephone number of principal executive offices and principal place of business)

Russell C. Horowitz

Chairman and Chief Executive Officer

Marchex, Inc.

413 Pine Street, Suite 500

Seattle, Washington 98101

(206) 331-3300

(Name, address and telephone number of agent for service)

Copies to:

Francis J. Feeney, Jr., Esq.

Michelle D. Paterniti, Esq.

Patrick J. Schultheis, Esq.

Craig E. Sherman, Esq.

Nixon Peabody LLP

100 Summer Street

Boston, MA 02110

(617) 345-1000

Wilson Sonsini Goodrich & Rosati

701 Fifth Avenue, Suite 5100

Seattle, WA 98104

(206) 883-2500

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date hereof.

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, 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 post-effective amendment filed pursuant to Rule 462(d) 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(5)
Class B Common Stock, $0.01 par value per share(2)(3)		
% Convertible Exchangeable Preferred Stock, $0.01 par value per share(2)(4)		
% Convertible Subordinated Debentures(2)		
Total	$210,000,000	$24,717

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Includes an indeterminate number of shares of Class B common stock (including an indeterminate number of shares of Class B common stock issuable to satisfy the dividend make-whole payment and interest make-whole payment pursuant to the terms of the % Convertible Exchangeable Preferred Stock or the % Convertible Subordinated Debentures) and % Convertible Exchangeable Preferred Stock, each as may be issued at indeterminate prices, but with an aggregate offering price not to exceed $, plus such indeterminate number of shares of Class B common stock issuable upon conversion of % Convertible Exchangeable Preferred Stock or the % Convertible Subordinated Debentures and such indeterminate number of % Convertible Subordinated Debentures that may be exchanged for % Convertible Exchangeable Preferred Stock for which no separate consideration will be received.

(3) Includes shares of Class B common stock which the underwriters have an option to purchase.

(4) Includes shares of % Convertible Exchangeable Preferred Stock which the underwriters have an option to purchase.

(5) Includes $21,186 which was previously paid in connection with the initial filing of this Registration Statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said section 8(a), may determine.

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EXPLANATORY NOTE

This Registration Statement relates to the concurrent offering by Marchex, Inc. of its Class B common stock and its % convertible exchangeable preferred stock. The completion of the Class B common stock offering is not contingent upon the completion of the preferred stock offering. The completion of the preferred stock offering is contingent upon the completion of the Class B common stock offering. This Registration Statement contains alternate sections, paragraphs, sentences and phrases, which will be contained in two forms of prospectuses covered by this Registration Statement, as follows: (1) one prospectus to be used in connection with an offering by Marchex, Inc. of its shares of Class B common stock (the common prospectus); and (2) one prospectus to be used in connection with an offering by Marchex, Inc. of its % convertible exchangeable preferred stock (the preferred prospectus). Those sections, paragraphs, sentences or phrases that will appear in the preferred prospectus but not in the common prospectus are marked at the beginning of such section, paragraph, sentence or phrase by the symbol [P], and those appearing only in the common prospectus are designated by the symbol [C]. Unless indicated with a [P] or [C], the language herein will appear in both forms of prospectus. Prior to this Registration Statement being declared effective by the SEC, we will file each prospectus used in its entirety.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the Securities and Exchange Commission declares our registration statement effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

[C] **Subject to completion, dated January 11, 2005**

7,000,000 Shares

MARCHEX, INC.

Class B Common Stock

$ per share

- Marchex, Inc. is offering 7,000,000 shares of Class B common stock.
- Simultaneously with this offering of Class B common stock, Marchex is offering 200,000 shares of % convertible exchangeable preferred stock, excluding up to 30,000 shares available to cover over-allotments, by means of a separate prospectus.
- The closing of this offering is subject to the concurrent closing of the Name Development asset acquisition described in this prospectus but is not contingent upon the closing of the concurrent convertible exchangeable preferred stock offering.
- The last reported sale price of our Class B common stock on January 7, 2005 was $20.49 per share.
- Class B common stock trading symbol: Nasdaq National Market MCHX

This investment involves risks. See Risk Factors beginning on page 15.

	Per Share	Total

Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to Marchex, Inc	$	$

The underwriters have a 30-day option to purchase up to 1,050,000 additional shares of Class B common stock from us to cover over-allotments, if any.

Our officers, directors and employees may purchase up to 1.0% of the shares of Class B common stock offered hereby, excluding the over-allotment, at the public offering price. At our request, the underwriters have reserved shares of Class B common stock at the public offering price for this purpose. Any reserved shares which are not purchased will be offered by the underwriters to the general public on the same basis as the other shares offered by this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved of anyone s investment in these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Piper Jaffray

RBC Capital Markets

Thomas Weisel Partners LLC

Sanders Morris Harris

The date of this prospectus is , 2005.

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[P] **Subject to completion, dated January 11, 2005**

200,000 Shares

MARCHEX, INC.

% Convertible Exchangeable Preferred Stock

(Cumulative Dividend, Liquidation Preference of $250 per share)

- Marchex, Inc. is offering 200,000 shares of % convertible exchangeable preferred stock, par value $0.01 per share.

- Dividends will be cumulative from the date of original issue at the annual rate of % of the liquidation preference of the preferred stock, payable quarterly on the day of , , and , commencing , 2005. Any dividends must be declared by our board of directors and must come from funds which are legally available for dividend payments.

- The preferred stock is convertible at the option of the holder at any time, unless previously redeemed or exchanged, into our Class B common stock, par value $0.01 per share, at an initial conversion price of $ (equivalent to a conversion rate of approximately shares of Class B common stock for each share of preferred stock). The initial conversion price is subject to adjustment in certain events.

- At any time, we may elect to automatically convert some or all of the preferred stock into shares of our Class B common stock if the closing price of our Class B common stock has exceeded $, subject to adjustment, which is 150% of the conversion price for at least 20 of the 30 consecutive trading days ending within 5 trading days prior to the notice of automatic conversion.

- Prior to , 2008, the preferred stock is not redeemable at our option. Thereafter, the preferred stock is redeemable at our option, in whole or in part, at the declining redemption prices set forth herein, together with accrued dividends to, but excluding the redemption date.

- The preferred stock is exchangeable, in whole but not in part, at our option on any dividend payment date beginning , 2006, for our % convertible subordinated debentures at the rate of $250 principal amount of debentures for each share of preferred stock. The debentures, if issued upon exchange of the preferred stock, will mature on the twenty-five year anniversary of the exchange date. The debentures, if issued, will have terms substantially similar to those of the preferred stock.

- The preferred stock has no maturity date and voting rights prior to conversion into Class B common stock, except under limited circumstances.

- Shares of our Class B common stock are listed on the Nasdaq National Market under the symbol MCHX. The last reported sale price of our Class B common stock on January 7, 2005 was $20.49 per share. We have applied to list the preferred stock on the Nasdaq National Market under the symbol MCHXP.

- If we elect to automatically convert some or all of the preferred stock prior to , 2008, we will make an additional payment on the preferred stock equal to the aggregate amount of dividends that would have accrued and become payable on the preferred stock from , 2005 through and including , 2008, less any dividends already paid on the preferred stock.

- Simultaneously with this offering of preferred stock, Marchex is offering 7,000,000 shares of Class B common stock, excluding up to 1,050,000 shares available to cover over-allotments, by means of a separate prospectus.

- The closing of this offering is subject to the concurrent closing of the Name Development asset acquisition described in this prospectus and the closing of the concurrent Class B common stock offering.

This investment involves risks. See Risk Factors beginning on page 15.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to Marchex, Inc.	$	$

The offering prices set forth above do not include accrued dividends, if any. Dividends on the preferred stock will accrue from the date of original issuance of the preferred stock, expected to be , 2005.

The underwriters have a 30-day option to purchase up to 30,000 additional shares of preferred stock from us to cover over-allotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved of anyone s investment in these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Piper Jaffray

RBC Capital Markets

Thomas Weisel Partners LLC

The date of this prospectus is , 2005.

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[C] TABLE OF CONTENTS

You should rely only on the information contained in this prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state where the offer or sale is not permitted. The information in this prospectus is complete and accurate as of the date on the front cover, but the information may have changed since that date.

Unless otherwise specified or the context otherwise requires, references in this prospectus to we, our and us refer to Marchex, Inc. and its wholly-owned subsidiaries, including Enhance Interactive, Inc. (formerly ah-ha.com, Inc.), TrafficLeader, Inc. (formerly Sitewise Marketing, Inc.) and goClick.com, Inc., on a consolidated basis.

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[P] TABLE OF CONTENTS

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PROSPECTUS SUMMARY

The items in the following summary are described in more detail later in this prospectus. This summary provides an overview of selected information about us, the offerings and the proposed Name Development asset acquisition contained elsewhere in this prospectus and does not contain all the information you should consider. Therefore, you should also read the more detailed information set out in this prospectus, the financial statements and the other information incorporated by reference into this prospectus.

Overview

We provide technology-based merchant services that facilitate and drive growth in online transactions. We connect merchants with consumers who are searching for information, products and services on the Internet. Our platform of integrated performance-based advertising and search marketing services enables merchants to more efficiently market and sell their products and services across multiple online distribution channels, including search engines, product shopping engines, directories and other selected Web properties.

Upon the completion of the Name Development asset acquisition, we believe we will be among the leaders in the direct navigation market. We will own a proprietary base of online user traffic that represented more than 17 million unique visitors in November 2004, searching for information, products and services. This user traffic is generated from a portfolio of Web properties, or Internet domains, which are generally reflective of commercially-relevant search terms in many of the Internet s most popular and dynamic vertical commerce categories, and may include geographically-targeted elements. The total number of Web properties in the portfolio, including Marchex s existing Web properties, is more than 200,000. Key vertical commerce categories include: travel, financial services, insurance, real estate, auto, health, technology and electronics, personals, jobs, professional services, home and garden, Web and telecom services, education, and entertainment. The online user traffic is primarily monetized with pay-per-click listings that are relevant to the Web properties. As such, the Web properties connect online users searching for specific information with relevant advertisements.

With the Name Development asset acquisition, we believe we will be one of the few companies that owns both proprietary search engine marketing services and a critical mass of proprietary online user traffic.

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Merchants transacting online is a large and growing trend. Our services facilitate and support the efficient and cost-effective marketing and selling of goods and services online through the most rapidly-developing forms of search-based marketing methods. We accomplish this by providing multiple services:

- ***Pay-Per-Click Services.*** We deliver pay-per-click advertising listings that are reflective of our merchant advertisers products and services to online users in response to their keyword search queries. These pay-per-click listings are generally ordered in the search results based on the amount our merchant advertisers choose to pay for a targeted placement. These targeted listings are displayed to consumers and businesses through our distribution network of leading search engines, product shopping engines, directories and other Web properties.

- ***Feed Management Services.*** We leverage our proprietary technology to crawl and extract relevant product content from merchant advertisers databases and Web sites to create highly-targeted product and service listings, which we deliver into our distribution network. These feed management listings are ordered in the results based on relevance to user search queries. Our trusted feed relationships with our distribution partners enable merchant advertisers to deliver comprehensive and up-to-date product and service listings to some of the Web s largest search engines, product shopping engines and directories.

- ***Advertising Campaign Management Services.*** We enable merchant advertisers to: (1) track, monitor and optimize the placement of performance-based search advertising campaigns across a number of search engines and pay-per-click networks using our bid management services; and (2) evaluate the effectiveness of online advertising campaigns using our conversion tracking and detailed reporting services.

- ***Search Engine Optimization Services.*** We optimize key attributes of merchant advertiser Web sites to ensure the greatest opportunity for proper indexing, listing and inclusion in the editorial results of algorithmic search engines.

- ***Outsourced Search Marketing Services Platform.*** We provide large aggregators of advertisers, such as yellow page companies, with an outsourced, integrated platform to enable them to market performance-based advertising and search marketing services directly to their customers.

We distribute performance-based advertisements through our broad network of distribution partners comprising many of the leading search engines, product shopping engines, directories and other Web properties. Our sources of distribution include industry leaders such as Yahoo!, Google, Shopping.com and many others.

Pending Name Development Asset Acquisition

Description of the Asset Acquisition

On November 19, 2004, we entered into an agreement to acquire certain assets of Name Development, a corporation operating in the direct navigation market. Direct navigation is one of the methods that consumers use to search for information, products or services online. Direct navigation is primarily characterized by online users directly accessing a Web site by: (1) typing descriptive keywords or keyword strings into the uniform resource locator, or URL, address box of an Internet browser; or (2) accessing bookmarked Web sites. It can also include navigating through referring or partner traffic sources. Name Development owns and maintains a portfolio of Internet domains, or Web properties, that are generally reflective of online user search terms, descriptive keywords and keyword strings. Name Development has entered into agreements with advertising service providers to monetize its online user traffic with pay-per-click listings. As such, Name Development is able to connect online users searching for specific information with relevant advertisements.

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Upon completion of the asset acquisition, we believe we will be among the leaders in the direct navigation market due to our proprietary ownership of online user traffic, which totaled more than 17 million unique visitors in November 2004. This user traffic is generated from a portfolio of Web properties, which are generally reflective of commercially-relevant search terms in many of the Internet s most popular vertical commerce categories, and may include geographically-targeted elements. The total number of Web properties in the portfolio, including Marchex s existing Web properties, is more than 200,000. Key vertical commerce categories include: travel, financial services, insurance, real estate, auto, health, technology and electronics, personals, jobs, professional services, home and garden, Web and telecom services, education and entertainment.

Name Development s revenue increased 260% from \$3.5 million for the fiscal year ended June 30, 2003 to \$12.5 million for the fiscal year ended June 30, 2004. For the corresponding periods, income from operations grew from \$3.2 million to \$12.6 million. For the nine months ended September 30, 2004, revenues were \$15.5 million and income from operations was \$14.9 million.

We expect to account for the Name Development asset acquisition as a business combination. The closing of the transaction is conditioned on a number of factors, including the successful completion of these offerings to finance the purchase by us. For more information on the asset acquisition, see Name Development Asset Acquisition.

Anticipated Benefits of the Asset Acquisition

We believe that the Name Development asset acquisition will provide us with several benefits, including:

- ***A Defensible, Proprietary Source of Targeted Traffic.*** We believe that we will have an exclusive position due to the nature of Internet domain registration, which is similar to owning real-estate in that each Internet domain name is unique. The asset acquisition will provide us with Web properties that collectively generated more than 17 million unique visitors in November 2004. The total number of Web properties in the portfolio, including Marchex s existing Web properties, is more than 200,000.

- ***Synergies with our Existing Search Engine Marketing Services Platform.*** We believe that our technology platform, combined with the acquired assets, gives us an advantage in extending market share within the direct navigation market and expanding our participation in the search advertising market and in key commerce verticals.

- ***Platform to Extend Expansion Initiatives.*** We intend to use the asset acquisition to supplement our planned expansion, both domestically and internationally.

Transaction Structure

The aggregate consideration to be paid under the asset purchase agreement is an amount of cash equal to \$155.2 million and the number of shares of our Class B common stock obtained by dividing \$9.0 million by the average of the last quoted sale price for shares of our Class B common stock on the Nasdaq National Market for the ten trading days immediately prior to the closing.

The asset purchase agreement contains customary representations and warranties and requires Name Development s sole stockholder to indemnify us for various liabilities arising under the agreement, subject to

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various limitations and conditions. At the closing of the asset acquisition, we will deposit into escrow, for a period of eighteen months from the closing date, an amount of cash equal to $24.6 million to secure the sole stockholder s indemnification and other obligations under the asset purchase agreement.

The asset acquisition is contingent on customary closing conditions, including the closing by us of financing sufficient to consummate such acquisition. If the closing does not occur on or before June 30, 2005, we may be required to pay Name Development a termination fee of $1.5 million through a combination of cash and equity. We have also agreed to file a registration statement to register the shares of Class B common stock issued as equity consideration in the transaction or any shares of Class B common stock issued in connection with payment of the termination fee for resale on Form S-3 once we become eligible to file such a registration statement with the SEC.

Industry Overview

Performance-Based Advertising

As technology and the Internet continue to evolve, consumers are becoming increasingly confident that they can find comprehensive product information and securely transact online. As consumers spend more time and money online, advertisers are turning to the Internet to market their products and services. Businesses of all sizes can benefit from the Internet s potential to efficiently and cost-effectively reach consumers. Internet advertising enables merchant advertisers to measure the effectiveness of their advertising campaigns and to revise them in response to real-time feedback and market factors. Within the Internet advertising market, paid search has become one of the fastest growing sectors. Merchant advertisers are increasingly turning to performance-based online advertising due to its competitive return-on-investment and consumers increasing receptiveness to this medium.

Direct Navigation

Currently, there are three primary means through which online users access and search for information, products and services: search engines and directories, commerce portals and direct navigation Web properties. Direct navigation is primarily characterized by online users directly accessing a Web site by: (1) typing descriptive keywords or keyword strings into the uniform resource locator, or URL, address box of an Internet browser; or (2) accessing bookmarked Web sites. It can also include navigating through referring or partner traffic sources.

First Albany Capital estimates that the paid search market will reach $4.5 billion in revenue in 2004, and we believe the direct navigation market currently represents more than 10% of the global search market and is growing at comparable annual rates. According to WebSideStory, Inc. s StatMarket division, in September 2004 more than 67% of daily global Internet users arrived at Web sites by direct navigation defined as typing a URL into a browser address bar or using a bookmark rather than through search engines and Web links, compared to approximately 53% in February 2002. The growth of the direct navigation market is a result of consumers increasing sophistication in utilizing the Internet as a resource tool, coupled with their desire to quickly find targeted information, and their trust and experience that the depth and breadth of available and relevant online information extends to Web sites named by descriptive keywords. Direct navigation and the use of search engines, however, are not mutually exclusive. We believe that many of the commercially relevant Web properties which we will own as part of the Name Development asset acquisition may be beneficiaries of search engine traffic.

Strategy

We intend to leverage our senior management s experience, our financial and human resources, and our existing operations to provide technology-based merchant services that facilitate and drive growth in online transactions. Key elements of our strategy include the following initiatives:

- Provide quality services in support of merchants and partners;

- Increase the number of merchants served;

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- Develop new markets;
- Extend presence in the direct navigation market; and
- Pursue selective acquisition and consolidation opportunities.

Acquisitions

Acquisition initiatives have played an important part in our corporate history, since our incorporation on January 17, 2003, and are a component of our strategy. Including the proposed Name Development asset acquisition, we will have made four acquisitions since our inception.

- On February 28, 2003, we acquired eFamily together with its direct wholly-owned subsidiary Enhance Interactive.
- On October 24, 2003, we acquired TrafficLeader.
- On July 27, 2004, we acquired goClick.
- In conjunction with this offering, we will acquire certain assets of Name Development.

Our Relationship with Our Founding Executive Officers

As of December 31, 2004, Russell C. Horowitz, Ethan A. Caldwell, Peter Christothoulou and John Keister, our founding executive officers, beneficially owned 54% of our outstanding capital stock, which represented 93% of the combined voting power of our outstanding capital stock. Upon completion of the Class B common stock and preferred stock offerings, these founding executive officers will beneficially own 42% of all of our outstanding capital stock, excluding any shares that may be purchased by them in the Class B common stock and preferred stock offerings and the shares of Class B common stock issuable upon conversion of the preferred stock being offered in the preferred stock offering, which will represent 91% of the combined voting power of our outstanding capital stock.

Concurrent Offerings

[C] Simultaneously with this offering of Class B common stock, Marchex is offering 200,000 shares of preferred stock, excluding up to 30,000 shares available to cover over-allotments by means of a separate prospectus. The closing of this offering is subject to the concurrent closing of the Name Development asset acquisition described in this prospectus but is not contingent upon the closing of the concurrent preferred stock offering. In the event we elect not to consummate the preferred stock offering, we will increase the size of the Class B common stock offering accordingly.

[P] Simultaneously with this offering of preferred stock, Marchex is offering 7,000,000 shares of Class B common stock, excluding up to 1,050,000 shares available to cover over-allotments by means of a separate prospectus. The closing of this offering is subject to the concurrent closing of the Name Development asset acquisition described in this prospectus and the closing of the concurrent Class B common stock offering.

Office Location

Our principal executive offices are located at 413 Pine Street, Suite 500, Seattle, Washington 98101, and our telephone number is (206) 331-3300. We maintain a number of Web sites, including our corporate Web site at *www.marchex.com*. The information on our Web sites is not incorporated by reference into and does not form a part of this prospectus.

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[C] The Offering

Class B common stock offered by Marchex, Inc.	7,000,000 shares
Common stock outstanding after the offering:	
Class A common stock (twenty-five votes per share)	11,987,500 shares
Class B common stock (one vote per share)	20,421,539 shares
Total	32,409,039 shares
Offering Price	$ per share
Concurrent Offering	In a separate, concurrent offering, we are offering 200,000 shares of % convertible exchangeable preferred stock which are initially convertible into shares of Class B common stock, excluding a maximum of 30,000 shares which may be issued upon exercise in full of the underwriter s over-allotment option. The preferred stock offering is being made exclusively by a separate prospectus.
Use of Proceeds	We intend to use the net proceeds from this offering, together with the net proceeds from the preferred stock offering, to pay for the pending Name Development asset acquisition and for working capital and other general corporate purposes, including potential future acquisitions. See Use of Proceeds.
Nasdaq National Market Symbol for the Class B common stock	MCHX
Risk Factors	You should carefully read and consider the information set forth under the caption Risk Factors and all other information set forth in this prospectus before investing in Marchex s Class B common stock.

The number of shares of common stock to be outstanding after this offering is 32,409,039, based on 25,409,039 shares outstanding as of September 30, 2004. This number of shares:

- excludes 4,938,603 shares of Class B common stock reserved for issuance and not exercised under our 2003 amended and restated stock incentive plan as of September 30, 2004 and 278,915 shares of Class B common stock reserved for issuance and not purchased under our 2004 employee stock purchase plan as of September 30, 2004. As of September 30, 2004, 3,571,167 shares were subject to outstanding options, with a weighted average exercise price of $4.02 per share;
- excludes 262,500 shares of Class A common stock that are held in treasury;

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- excludes the exercise of warrants to purchase 120,000 shares of Class B common stock with an exercise price of $8.45 per share which were issued as compensation to the underwriters in connection with our initial public offering in April 2004;
- excludes 439,239 shares of Class B common stock to be issued in connection with the Name Development asset acquisition assuming that $20.49 per share, the last reported sale price of our Class B common stock on January 7, 2005, is the applicable price for determining the number of shares to be issued; and
- excludes shares of Class B common stock issuable upon the conversion of the preferred stock.

Unless we indicate otherwise, in preparing this prospectus we have *not* given effect to the exercise by the underwriters of the over-allotment option granted to them to purchase an additional 1,050,000 shares of Class B common stock in the offering.

The numbers of shares beneficially owned by our officers and directors and included in this prospectus do not include any shares of Class B common stock that any officer or director may purchase in the offering. In cases where we have calculated ownership percentages following the offering, these calculations assume that no additional shares of Class B common stock were purchased by the officers and directors in the offering. Our officers and directors may individually decide to purchase shares of the Class B common stock in the offering.

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[P] The Offering

Securities Offered by Marchex, Inc.	200,000 shares of % convertible exchangeable preferred stock, par value $0.01 per share, plus an additional 30,000 shares of preferred stock if the underwriters exercise their over-allotment option in full.
Dividends	Dividends will be cumulative from the date of original issue at the annual rate of % of the liquidation preference of the preferred stock, payable quarterly on the day of , , and , commencing , 2005. Any dividends must be declared by our board of directors and must come from funds which are legally available for dividend payments.
Conversion Rights	Unless we redeem or exchange the preferred stock, the preferred stock can be converted at your option at any time into shares of Class B common stock, par value $0.01 per share, at an initial conversion price of $ (equivalent to a conversion rate of approximately shares of Class B common stock for each share of preferred stock). The initial conversion price with respect to the preferred stock is subject to adjustment in certain events, including a non-stock fundamental change or a common stock fundamental change, which are explained in more detail under the section entitled Description of Preferred Stock Conversion Rights Conversion Price Adjustment Merger, Consolidation or Sale of Assets.
Automatic Conversion	We may elect to automatically convert some or all of the preferred stock if the closing price of our Class B common stock has exceeded 150% of the conversion price for at least 20 out of 30 consecutive trading days ending within five trading days prior to the notice of automatic conversion.
Dividend Make-Whole Payment	If we elect to automatically convert some or all of the preferred stock prior to , 2008, we will make an additional payment on the preferred stock equal to the aggregate amount of cumulative dividends that would have accrued and become payable on the preferred stock from , 2005 through and including , 2008, less any dividends already paid on the preferred stock. This additional payment is payable by us in cash or, at our option, in shares of our Class B common stock, or a combination of cash and shares of our Class B common stock.
Liquidation Preference	$250 per share of preferred stock, plus accrued and unpaid dividends.
Optional Redemption	On or after , 2008, we may redeem the preferred stock, in whole or in part, at our option at the redemption prices set forth in this prospectus, together with accrued dividends to, but excluding, the redemption date. See the section entitled Description of Preferred Stock Optional Redemption below.

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Voting Rights	Except as provided by law and in other limited situations described in this prospectus, you will not be entitled to any voting rights. However, you will, among other things, be entitled to vote as a separate class to elect two directors if we have not paid the equivalent of six or more quarterly dividends, whether or not consecutive. These voting rights will continue until we pay the full accrued but unpaid dividends on the preferred stock.
Exchange Provisions	At our option, we may exchange the preferred stock in whole, but not in part, on any dividend payment date beginning on , 2006 for our % convertible subordinated debentures. If we elect to exchange the preferred stock for debentures, the exchange rate will be $250 principal amount of debentures for each share of preferred stock. The debentures, if issued upon exchange of the preferred stock, will mature 25 years after the exchange date.
Debentures	The debentures, if issued upon exchange of the preferred stock, will have the following terms:
Interest Rate	The debentures will have an interest rate of % per year. Interest will be payable on and of each year, beginning on the first interest payment date after the exchange date.
Redemption	On or after , 2008 we may redeem the debentures at the redemption prices listed in this prospectus, plus accrued interest.
Maturity	The debentures will mature 25 years after the exchange date.
Conversion	The debentures may be converted at any time prior to maturity into Class B common stock at the same conversion price applicable to the preferred stock.
Automatic Conversion	We may automatically convert the debentures at any time prior to maturity under the same terms applicable to the preferred stock.
Interest Make-Whole Payment	If we elect to automatically convert some or all of the debentures prior to , 2008, we will make an additional payment on the debentures equal to the value of the aggregate amount of interest that would have accrued and become payable on the debentures from the date of issuance upon the exchange through and including , 2008, less any interest already paid on the debentures. This additional payment is payable by us in cash or, at our option, in shares of our Class B common stock, or a combination of cash and shares of our Class B common stock.
Subordination	The debentures are subordinated to all existing and future senior indebtedness and are effectively subordinated to all of the indebtedness and other liabilities, including trade and other payables, of our subsidiaries. As of September 30, 2004, we had approximately $6.8 million of indebtedness and other liabilities

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	outstanding to which the debentures would have been effectively subordinated, including trade and other payables, but excluding intercompany liabilities. The indenture governing the debentures does not limit the amount of indebtedness, including senior indebtedness, that we and our subsidiaries may incur. See the section entitled Description of the Debentures Subordination below.
Concurrent Offering	In a separate, concurrent offering, we are offering 7,000,000 shares of our Class B common stock, excluding a maximum of 1,050,000 shares which may be issued upon exercise in full of the underwriter s over-allotment option. The Class B common stock offering is being made exclusively by a separate prospectus.
Use of Proceeds	We intend to use the net proceeds from this offering, together with the net proceeds from the preferred stock offering, to pay for the pending Name Development asset acquisition and for working capital and other general corporate purposes, including potential future acquisitions. See Use of Proceeds.
Proposed Nasdaq National Market Symbol for the Preferred Stock	MCHXP
Nasdaq National Market Symbol for the Class B Common Stock	MCHX
Risk Factors	You should carefully read and consider the information set forth under the caption Risk Factors and all other information set forth in this prospectus before investing in Marchex s preferred stock.

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Summary Consolidated Financial Data

The following tables summarize historical and pro forma consolidated financial data regarding our business and should be read together with Management s Discussion and Analysis of Financial Condition and Results of Operations and our historical and pro forma consolidated financial statements and the related notes included elsewhere in this prospectus. The summary information presented for the period from January 17, 2003 (inception) to September 30, 2003, the period from January 17, 2003 (inception) to December 31, 2003, and the nine months ended September 30, 2004 has been derived from our consolidated financial statements included elsewhere in this prospectus. The results of operations of Enhance Interactive are also derived from financial statements included elsewhere in this prospectus and have been presented as the Predecessor for the year ended December 31, 2002 and for the period from January 1, 2003 to February 28, 2003. See subsection Presentation of Financial Reporting Periods on page 51 for a further description of the basis of presentation of the 2003 period and of other financial reporting periods.

The unaudited pro forma condensed consolidated statement of operations data for the year ended December 31, 2003 give effect to: (1) our 2003 acquisitions of Enhance Interactive and TrafficLeader and our 2004 acquisition of goClick; and (2) our proposed Name Development asset acquisition and the offerings, as if they had all occurred on January 1, 2003. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2003 are based upon the historical results of operations of Marchex for the period from January 17, 2003 (inception) through December 31, 2003, the Predecessor for the period from January 1, 2003 through February 28, 2003, TrafficLeader for the period from January 1, 2003 through October 23, 2003 and goClick and Name Development for the year ended December 31, 2003. The unaudited pro forma condensed consolidated statement of operations data for the nine months ended September 30, 2004 give effect to: (1) our 2004 acquisition of goClick; and (2) our proposed Name Development asset acquisition and the offerings, as if they had all occurred on January 1, 2003. The unaudited pro forma condensed consolidated statement of operations for the nine months ended September 30, 2004 are based upon the historical results of operations of Marchex for the nine months ended September 30, 2004, goClick for the period from January 1, 2004 through July 26, 2004 and for Name Development for the nine months ended September 30, 2004.

The summary unaudited pro forma condensed consolidated statement of operations data are presented for illustrative purposes only and do not represent what our results of operations actually would have been if the transactions referred to above had occurred as of the dates indicated or what our results of operations will be for future periods.

In addition, the completion of the Class B common stock offering is not contingent upon the completion of the preferred stock offering. In the event we elect not to consummate the preferred stock offering, we will increase the size of the Class B common stock offering accordingly, which is not given effect in the following tables.

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	Predecessor Periods		Successor Periods				
						Nine months ended September 30,	
	Year ended December 31, 2002	Period from January 1 to February 28, 2003	Marchex Period from January 17, (inception) to December 31, 2003	Pro Forma Marchex, Prior and Pending Acquisitions and Offering 2003	Marchex Period from January 17, (inception) to September 30, 2003	Marchex 2004	Pro Forma Marchex, Prior and Pending Acquisitions and Offering 2004
Consolidated Statement of Operations Data:							
Revenue	$ 10,070,507	$ 3,071,055	$ 19,892,158	$ 34,993,516	$ 12,431,493	$ 28,682,924	$ 47,890,567
Expenses:							
Service costs	6,334,173	1,732,813	11,292,070	19,431,873	6,806,021	18,142,886	21,186,372
Sales and marketing	1,821,237	365,043	2,460,683	3,341,578	1,592,722	3,196,996	3,217,449
Product development	811,673	144,479	1,291,422	1,613,807	844,399	1,636,321	1,733,063
General and administrative	976,881	234,667	2,743,919	3,476,947	1,816,522	2,613,932	3,439,835
Acquisition-related retention consideration			283,269	283,269		374,858	374,858
Facility relocation						199,960	199,960
Stock-based compensation	364,693	38,981	2,125,110	2,659,280	1,587,476	721,403	721,403
Amortization of intangible assets			3,023,408	20,774,974	2,028,244	3,473,976	14,460,401
Total operating expenses	10,308,657	2,515,983	23,219,881	51,581,728	14,675,384	30,360,332	45,333,341
Gain on sale of intangible assets, net				965,297			1,507,498
Income (loss) from operations	(238,150)	555,072	(3,327,723)	(15,622,915)	(2,243,891)	(1,677,408)	4,064,724
Other income (expense)	5,491	1,529	74,059	70,148	33,502	218,974	226,878
Income (loss) before provision for income taxes	(232,659)	556,601	(3,253,664)	(15,552,767)	(2,210,389)	(1,458,434)	4,291,602
Income tax expense (benefit)	(142,876)	224,082	(1,084,312)	(5,609,792)	(783,231)	(118,016)	2,076,639
Net income (loss)	(89,783)	332,519	(2,169,352)	(9,942,975)	(1,427,158)	(1,340,418)	2,214,963
Accrual of convertible preferred stock dividends				2,500,000			1,875,000
Accretion of redemption value of redeemable convertible preferred stock			1,318,885	1,318,885	911,620	420,430	420,430
Net income (loss) applicable to common stockholders	$ (89,783)	$ 332,519	$ (3,488,237)	$ (13,761,860)	$ (2,338,778)	$ (1,760,848)	$ (80,467)
Consolidated Statement of Cash Flows Data:							
Cash flows from operating activities	$ 1,539,808	$ 353,053	$ 2,907,053		$ 1,738,073	$ 2,335,785	
Other Financial Data:							
Operating income before amortization (OIBA)[(1)]	$ 126,543	$ 594,053	$ 1,820,795	$ 7,811,339	$ 1,371,829	$ 2,517,971	$ 19,246,528

Footnote on page 14.

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The following table sets forth our consolidated balance sheet data as of September 30, 2004 on:

- an actual basis;
- a pro forma basis to give effect to: (1) the sale of 7,000,000 shares of Class B common stock at the price of $20.49 per share, the last reported sale price of our Class B common stock on January 7, 2005, less $8.1 million in estimated underwriting discounts and estimated offering expenses; and (2) the sale of 200,000 shares of preferred stock at the price of $250 per share, less $1.8 million in estimated underwriting discounts and estimated offering expenses; and
- a pro forma as adjusted basis to also give effect to the Name Development asset acquisition.

	As of September 30, 2004		
	Actual	Pro forma	Pro forma, as adjusted
Consolidated Balance Sheet Data:			
Cash and cash equivalents	$ 24,772,316	$ 208,380,816	$ 53,230,816
Total current assets	28,008,769	211,617,269	56,583,223
Total assets	62,504,069	246,112,569	255,582,569
Total current liabilities	7,270,020	7,270,020	7,740,020
Total stockholders equity	54,463,628	238,072,128	247,072,128

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The following table provides a reconciliation of Income (loss) from operations and Net income (loss) applicable to common stockholders to the non-GAAP measure of OIBA.

	Predecessor Periods		Successor Periods				
						Nine months ended September 30	
	Year ended December 31, 2002	Period from January 1 to February 28, 2003	Marchex Period from January 17, (inception) to December 31, 2003	Pro Forma Marchex Prior and Pending Acquisitions and Offering 2003	Marchex Period from January 17, (inception) to September 30, 2003	Marchex 2004	Pro Forma Marchex Prior and Pending Acquisitions and Offering 2004
Operating income before amortization (OIBA)[1]	$ 126,543	$ 594,053	$ 1,820,795	$ 7,811,339	$ 1,371,829	$ 2,517,971	$ 19,246,528
Stock-based compensation	(364,693)	(38,981)	(2,125,110)	(2,659,280)	(1,587,476)	(721,403)	(721,403)
Amortization of intangible assets			(3,023,408)	(20,774,974)	(2,028,244)	(3,473,976)	(14,460,401)
Income (loss) from operations	(238,150)	555,072	(3,327,723)	(15,622,915)	(2,243,891)	(1,677,408)	4,064,724
Other income (expense)							
Interest income	5,491	1,529	45,874	53,989	33,502	163,808	169,304
Interest expense						(3,728)	(3,728)
Adjustment to fair value of redemption obligation			25,500	25,500		55,250	55,250
Other			2,685	(9,341)		3,644	6,052
Total other income	5,491	1,529	74,059	70,148	33,502	218,974	226,878
Income (loss) before provision for income taxes	(232,659)	556,601	(3,253,664)	(15,552,767)	(2,210,389)	(1,458,434)	4,291,602
Income tax expense (benefit)	(142,876)	224,082	(1,084,312)	(5,609,792)	(783,231)	(118,016)	2,076,639
Net income (loss)	(89,783)	332,519	(2,169,352)	(9,942,975)	(1,427,158)	(1,340,418)	2,214,963
Accrual of convertible stock dividends				2,500,000			1,875,000
Accretion to redemption value of redeemable convertible preferred stock			1,318,885	1,318,885	911,620	420,430	420,430
Net income (loss) applicable to common stockholders	$ (89,783)	$ 332,519	$ (3,488,237)	$ (13,761,860)	$ (2,338,778)	$ (1,760,848)	$ (80,467)

[1] We report operating income before amortization (OIBA) that is a supplemental measure to GAAP. OIBA represents income (loss) from operations before: (1) stock-based compensation expense; and (2) amortization of intangible assets. This measure, among other things, is one of the primary metrics by which we evaluate the performance of our business. Additionally, management uses adjusted OIBA which excludes acquisition-related retention consideration as we view this as part of the earn-out consideration from the transaction. Adjusted OIBA is the basis on which our internal budgets are based and by which management is currently evaluated. Management believes that investors should have access to, and we are obligated to provide, the same set of tools that we use in analyzing our results. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, and should not be considered in isolation, as a substitute for, or superior to, GAAP results. We believe this measure is useful to investors because it represents our consolidated operating results, taking

into account depreciation, which we believe is an ongoing cost of doing business, but excluding the effects of certain other non-cash expenses. OIBA has certain limitations in that it does not take into account the impact to our statement of operations of certain expenses, including non-cash stock-based compensation associated with our employees and acquisition-related accounting. We endeavor to compensate for the limitations of the non-GAAP measure presented by providing the comparable GAAP measure with equal or greater prominence, GAAP financial statements and detailed descriptions of the reconciling items and adjustments, including quantifying such items, to derive the non-GAAP measure.

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RISK FACTORS

Any investment in our securities involves a high degree of risk. You should carefully consider the following information about these risks, together with the other information contained in this prospectus, before you decide whether to purchase our securities. Additional risks and uncertainties not currently known to us or that we currently do not deem material may also become important factors that may harm our business. If any of the following risks occur, our business, financial condition and results of operations could be materially adversely affected. ***[P]*** *In any such case, the trading price of our preferred stock could decline.* ***[C]*** *In any such case, the trading price of our Class B common stock could decline. You may lose all or part of your investment.*

Risks Relating to Our Company

Our limited operating history makes evaluation of our business difficult.

We were formally incorporated in January 2003. We acquired Enhance Interactive in February 2003, TrafficLeader in October 2003 and goClick in July 2004 and in November 2004 entered into an agreement to acquire certain assets of Name Development.

We have limited historical financial data upon which to base planned operating expenses or forecast accurately our future operating results. Further, our limited operating history will make it difficult for investors and securities analysts to evaluate our business and prospects. Our failure to address these risks and difficulties successfully could seriously harm us.

We have incurred net losses since our inception, and we expect our net losses to continue for the foreseeable future, which will adversely affect our ability to achieve profitability.

We have incurred net losses since inception and had an accumulated deficit of $5.2 million as of September 30, 2004. Our net losses are likely to continue for the foreseeable future. Also, our net losses may increase to the extent we increase our sales and marketing activities and acquire additional businesses. These efforts may prove to be more expensive than we currently anticipate which could further increase our net losses. We cannot predict if we will become profitable in the future. Even if we were to achieve profitability, we may not be able to sustain it.

We are dependent on certain distribution partners, including Yahoo! and its subsidiaries, for distribution of our services, and we derive a significant portion of our total revenue through these distribution partners. A loss of distribution partners or a decrease in revenue from certain distribution partners could adversely affect our business.

A relatively small number of distribution partners currently deliver a significant percentage of traffic to our merchant listings. Yahoo!, primarily through its subsidiaries, such as Inktomi and Overture, is our largest distribution partner, collectively representing approximately 19% of our total revenue for the nine months ended September 30, 2004 and was responsible for 100% of the revenue of Name Development during the same period. For the year ended December 31, 2003, distribution through Yahoo! and its subsidiaries collectively represented less than 10% of Marchex s total revenue.

Our existing agreements with many of our larger distribution partners permit either company to terminate without penalty on short notice and are primarily structured on a variable-payment basis, under which we make payments based on a specified percentage of revenue or based on the number of paid click-throughs. We intend to continue devoting resources in support of our larger distribution partners, but there are no guarantees that these relationships will remain in place over the short- or long-term. In addition, we cannot be assured that any of these distribution partners will continue to generate current levels of revenue for us. A loss of any of these distribution partners or a decrease in revenue from any one of these distribution relationships could have an adverse effect on our revenue, and the loss of any one large distribution partner could have a material adverse effect on our business, financial condition and results of operations.

Companies distributing advertising on the Internet have experienced, and will likely continue to experience, consolidation. This consolidation has reduced the number of partners that control the online advertising outlets with the most user traffic. According to comScore Media Metrix qSearch, Yahoo! Search accounted for 27% of the online searches in the United States in May 2004 and Google accounted for 37%. As a result, the larger distribution partners have greater control over determining the market terms of distribution, including placement of merchant advertisements and cost of placement. In addition, many participants in the performance-based advertising and search marketing industries control significant portions of the traffic that they deliver to advertisers. We do not believe, for example, that Yahoo! and Google are as reliant as we are on a third-party distribution network to deliver their services. This gives these companies a significant advantage over us in delivering their services, and with a lesser degree of risk.

If we do not maintain and grow a critical mass of merchant advertisers and distribution partners, the value of our services could be adversely affected.

Our success depends, in part, on the maintenance and growth of a critical mass of merchant advertisers and distribution partners and a continued interest in our performance-based advertising and search marketing services. If our business is unable to achieve a growing base of merchant advertisers, our current distribution partners may be discouraged from continuing to work with us, and this may create obstacles for us to enter into agreements with new distribution partners. Similarly, if our distribution network does not grow and does not continue to improve over time, current and prospective merchant advertisers may reduce or terminate their business with us. Any decline in the number of merchant advertisers and distribution partners could adversely affect the value of our services.

We are dependent upon the quality of traffic in our network to provide value to our merchant advertisers, and any failure in our quality control could have a material adverse effect on the value of our services to our merchant advertisers.

We monitor the quality of the traffic that we deliver to our merchant advertisers. We review factors such as non-human processes, including robots, spiders, scripts or other software, mechanical automation of clicking and other sources and causes of low-quality traffic. Even with such monitoring in place, there is a risk that a certain amount of low-quality traffic or traffic that is deemed to be less valuable by our merchant advertisers will be provided to our merchant advertisers, which, if not contained, may be detrimental to those relationships. Low-quality traffic may prevent us from growing our base of merchant advertisers and cause us to lose relationships with existing merchant advertisers.

We may be subject to intellectual property claims, which could adversely affect our financial condition and ability to use certain critical technologies, divert our resources and management attention from our business operations and create uncertainty about ownership of technology essential to our business.

Our success depends, in part, on our ability to protect our intellectual property and to operate without infringing on the intellectual property rights of others in the process. There can be no guarantee that any of our intellectual property will be adequately safeguarded, or that it will not be challenged by third parties. We may be subject to patent infringement claims or other intellectual property infringement claims, including claims of trademark infringement in connection with an acquisition of previously-owned Internet domain names, that would be costly to defend and could limit our ability to use certain critical technologies.

For example, Overture Services, a subsidiary of Yahoo! which operates in certain competitive areas with us, owns U.S. Patent No. 6,269,361, which purports to give Overture rights to certain bid-for-placement products and pay-per-performance search technologies. Overture is currently involved in litigation with FindWhat.com relating to this patent. FindWhat.com is vigorously contesting Overture s patent. If we were to acquire or develop a related product or business model that Overture construes as infringing the Overture patent or if Overture construes any of our current products or business models as infringing upon the Overture patent, then we could be asked to license, re-engineer our products and services or revise our business model according to terms that may be extremely expensive and/or unreasonable. As part of our overall business relationship with Yahoo!, we have entered into

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various agreements to license technologies and services from Yahoo! and its subsidiaries, and expect to continue discussions with these partners to license other technologies and services, which may include the Overture patent.

Any patent or other intellectual property litigation could negatively impact our business by diverting resources and management attention from other aspects of the business and adding uncertainty as to the ownership of technology, services and property that we view as proprietary and essential to our business. In addition, a successful claim of patent infringement against us and our failure or inability to license the infringed or similar technology on reasonable terms, or at all, could have a material adverse effect on our business.

Following the offerings, we may need additional funding to meet our obligations and to pursue our business strategy. Additional funding may not be available to us and our financial condition could therefore be adversely affected.

We have allocated a substantial portion of the net proceeds of the offerings to the proposed Name Development asset acquisition. Following the offerings, we may require additional funding to meet our ongoing obligations and to pursue our business strategy, which may include the selective acquisition of businesses and technologies. In addition, we have incurred and we may incur certain obligations in the future, including:

- We may be obligated to make performance payments based on 2004 earnings to the original shareholders and certain employees of eFamily and its wholly-owned subsidiary, Enhance Interactive, which we acquired in February 2003, with a maximum remaining aggregate payment obligation of $10.0 million.
- We may also be obligated to make revenue-based performance payments based on 2004 results to the original shareholders of TrafficLeader, which we acquired in October 2003, with a maximum aggregate payment obligation of $1.0 million.
- Upon the issuance of preferred stock as contemplated in the preferred stock offering, we will become obligated to pay dividends to the holders of such stock.
- If debentures are issued upon exchange of the preferred stock, we will become obligated to make interest payments to the holders of the debentures.

Following the offerings, there can be no assurance that additional financing arrangements will be available in amounts or on terms acceptable to us, if at all. Furthermore, the sale of additional equity or convertible securities will result in further dilution to existing stockholders. If adequate additional funds are not available, we will be required to delay, reduce the scope of, or eliminate material parts of the implementation of our business strategy, including potential additional acquisitions or internally-developed businesses.

Our acquisitions could divert management s attention, cause ownership dilution to our stockholders, cause our earnings to decrease and be difficult to integrate.

Our business strategy includes identifying, structuring, completing and integrating acquisitions. Acquisitions in the technology and Internet sectors involve a high degree of risk. We may also be unable to find a sufficient number of attractive opportunities to meet our objectives which include revenue growth, profitability and competitive market share. Our acquired companies may have histories of net losses and may expect net losses for the foreseeable future.

Acquisitions are accompanied by a number of risks that could harm our business, operating results and financial condition:

- We could experience a substantial strain on our resources, including time and money, and we may not be successful;
- Our management s attention could be diverted from our ongoing business concerns;

- While integrating new companies, we may lose key executives or other employees of these companies;
- We may issue shares of our Class B common stock as consideration for acquisitions which may result in ownership dilution to our stockholders;
- We could fail to successfully integrate our financial and management controls, technology, reporting systems and procedures, or adequately expand, train and manage our workforce;
- We could experience customer dissatisfaction or performance problems with an acquired company or technology;
- We could become subject to unknown or underestimated liabilities of an acquired entity or incur unexpected expenses or losses from such acquisitions; and
- We could incur possible impairment charges related to goodwill or other intangible assets or other unanticipated events or circumstances, any of which could harm our business.

Consequently, we might not be successful in integrating any acquired businesses, products or technologies, and might not achieve anticipated revenue and cost benefits.

The loss of our senior management, including our founding executive officers, could harm our current and future operations and prospects.

We are heavily dependent upon the continued services of Russell C. Horowitz, our chairman and chief executive officer, and John Keister, our president and chief operating officer, and the other members of our senior management team. Each member of our senior management team is an at-will employee and may voluntarily terminate his employment with us at any time with minimal notice. Russell C. Horowitz, Ethan A. Caldwell, Peter Christothoulou and John Keister, our founding executive officers, each own shares of fully vested Class A common stock. Following any termination of employment, each of these employees would only be subject to a twelve-month non-competition and non-solicitation obligation with respect to our clients and customers under our standard confidentiality agreement.

Further, as of December 31, 2004, Russell C. Horowitz, Ethan A. Caldwell, Peter Christothoulou and John Keister together controlled 93% of the combined voting power of our outstanding capital stock. Upon completion of the offerings, these founding executive officers together will control 91% of the combined voting power of all of our outstanding capital stock, excluding any shares that may be purchased by them in the offerings and shares of Class B common stock issuable upon conversion of preferred stock. Their collective voting control is not tied to their continued employment with Marchex. The loss of the services of any member of our senior management, including our founding executive officers, for any reason, or any conflict among our founding executive officers, could harm our current and future operations and prospects.

We may have difficulty attracting and retaining qualified, experienced, highly skilled personnel, which could adversely affect the implementation of our business plan.

In order to fully implement our business plan, we will need to attract and retain additional qualified personnel. Thus, our success will in significant part depend upon the efforts of personnel not yet identified and upon our ability to attract and retain highly skilled managerial, engineering, sales and marketing personnel. We are also dependent on managerial and technical personnel to the extent they may have knowledge or information about our businesses and technical systems that may not be known by our other personnel. There can be no assurance that we will be able to attract and retain necessary personnel. The failure to hire and retain such personnel could adversely affect the implementation of our business plan.

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If we are unable to obtain and maintain adequate insurance, our financial condition could be adversely affected in the event of uninsured or inadequately insured loss or damage. Our ability to effectively recruit and retain qualified officers and directors may also be adversely affected if we experience difficulty in maintaining adequate directors and officers liability insurance.

We may not be able to obtain and maintain insurance policies on terms affordable to us that would adequately insure our business and property against damage, loss or claims by third parties. To the extent our business or property suffers any damages, losses or claims by third parties that are not covered or adequately covered by insurance, our financial condition may be materially adversely affected.

We currently have directors and officers liability insurance, but we may be unable to maintain sufficient insurance as a public company to cover liability claims made against our officers and directors. If we are unable to adequately insure our officers and directors, we may not be able to retain or recruit qualified officers and directors to manage our company, which could have a material adverse effect on our operations.

New rules, including those contained in and issued under the Sarbanes-Oxley Act of 2002, may make it difficult for us to retain or attract qualified officers and directors, which could adversely affect our business and our ability to maintain the listing of our Class B common stock on the Nasdaq National Market.

We may be unable to attract and retain qualified officers, directors and members of board committees required to provide for our effective management as a result of the recent and currently proposed changes in the rules and regulations which govern publicly-held companies, including, but not limited to, certifications from executive officers and requirements for financial experts on boards of directors. The perceived increased personal risk associated with these recent changes may deter qualified individuals from accepting these roles. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in the issuance of a series of new rules and regulations and the strengthening of existing rules and regulations by the Securities and Exchange Commission, as well as the adoption of new and more stringent rules by the Nasdaq Stock Market.

Further, certain of these recent and proposed changes heighten the requirements for board or committee membership, particularly with respect to an individual s independence from the corporation and level of experience in finance and accounting matters. We may have difficulty attracting and retaining directors with the requisite qualifications. If we are unable to attract and retain qualified officers and directors, our business and our ability to maintain the listing of our shares of Class B common stock on the Nasdaq National Market could be adversely affected.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud, which could harm our brand and operating results.

Effective internal controls are necessary for us to provide reliable and accurate financial reports and effectively prevent fraud. We have devoted significant resources and time to comply with the new internal control over financial reporting requirements of the Sarbanes-Oxley Act of 2002. In addition, Section 404 under the Sarbanes-Oxley Act of 2002 requires that we assess and our auditors attest to the design and operating effectiveness of our controls over financial reporting. Our compliance with the annual internal control report requirement for our first fiscal year ending on or after July 15, 2005, the requisite SEC compliance date, will depend on the effectiveness of our financial reporting and data systems and controls across our operating subsidiaries. We expect these systems and controls to become increasingly complex to the extent that we integrate acquisitions and our business grows. To effectively manage this growth, we will need to continue to improve our operational, financial and management controls and our reporting systems and procedures. We cannot be certain that these measures will ensure that we design, implement and maintain adequate controls over our financial processes and reporting in the future. Any failure to implement required new or improved controls, or difficulties encountered in their implementation or operation, could harm our operating results or cause us to fail to meet our financial reporting

obligations. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock and our access to capital.

Recently adopted changes in accounting rules and regulations, such as expensing of stock options and shares issued through the employee stock purchase plan, will result in unfavorable accounting charges and may require us to change our compensation policies.

Accounting methods and policies regarding expensing stock options are subject to review, interpretation and guidance from relevant accounting authorities, including the Financial Accounting Standards Board, or FASB. For example, we currently are not required to record stock-based compensation charges if an employee s stock option exercise price equals or exceeds the fair value of our common stock at the date of grant. On December 16, 2004, the FASB adopted a revised final statement of financial accounting standards which requires us, as a small business issuer, to expense the fair value of stock options granted for periods beginning after December 15, 2005. In addition, under the FASB s final rules on employee stock purchase plans, we will incur an expense. We rely heavily on stock options to compensate existing employees and attract new employees. In light of these new requirements to expense stock options and shares issued under the employee stock purchase plan, we may choose to reduce our reliance on these as compensation tools. If we reduce our use of stock options and the employee stock purchase plan, it may be more difficult for us to attract and retain qualified employees and we may need to compensate our employees with greater amounts of cash or other incentives. If we do not reduce our reliance on stock options and the employee stock purchase plan, our reported losses will increase. Further changes to interpretations of accounting methods or policies in the future may require us to adversely revise how our financial statements are prepared.

Impairment of goodwill and other intangible assets would result in a decrease in earnings.

Current accounting rules require that goodwill and other intangible assets with indefinite useful lives no longer be amortized, but instead be tested for impairment at least annually. These rules also require that intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. To the extent such evaluation indicates that the useful lives of intangible assets are different than originally estimated, the amortization period is reduced or extended and, accordingly, the quarterly amortization expense is increased or decreased.

We have substantial goodwill and other intangible assets, and we may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or amortizable intangible assets is determined. Any impairment charges or changes to the estimated amortization periods could have a material adverse effect on our financial results.

Risks Relating to the Name Development Asset Acquisition

We may not be able to complete the transactions contemplated by this prospectus, which could negatively impact our reputation and prospects.

The Name Development asset acquisition is dependent upon the successful completion of the simultaneous offerings of our Class B common stock and our preferred stock. We will be unable to finance the proposed asset acquisition without the funding from the net proceeds of these offerings. The closing of the proposed asset acquisition is also dependent on certain closing conditions, which if not met or not waived by Name

Development or us, as the case might be, would release the parties from the terms of the asset purchase agreement. If we were unable to meet our obligations under the agreement, we would be obligated to pay a termination fee to Name Development of approximately $1.5 million in a combination of cash and shares of our Class B common stock.

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We have expended significant time, resources and manpower to pursue the asset acquisition and related financings, which could have been used for other purposes and opportunities. If the proposed asset acquisition and offerings are not consummated, we will have incurred significant expense which may affect our financial results. We will also have potentially foregone other transactions or devoted resources that could have been directed to our current operations during that period.

Acquisitions are a component of our strategy. Our successful execution of this strategy relies in part on our reputation for delivering value for our target partners and our ability to demonstrate a successful transaction record. A failure to complete this transaction would, at this juncture in our corporate history, negatively impact our reputation and could adversely affect our prospects for future acquisitions or the terms on which we may complete such acquisitions.

We may not be able to realize the intended and anticipated benefits from the Name Development asset acquisition, which could affect the value of the asset acquisition to our business strategy and our ability to meet our financial obligations and targets.

We may not be able to realize the intended and anticipated benefits that we currently expect from the Name Development asset acquisition. These intended and anticipated benefits include increasing our cash flow from operations, growing our merchant network, broadening our distribution offerings and delivering services that strengthen our merchant relationships.

Factors that could affect our ability to achieve these benefits include:

- Name Development currently earns 100% of its revenue through the outsourcing of its pay-per-click listings to one major provider, Yahoo! In order to achieve the desired financial results from this asset acquisition, we will need to transition the existing commercial relationship on similar or better terms, develop other relationships for the delivery of pay-per-click listings or provide pay-per-click listings directly from our merchant advertisers, or some combination of the above. Our execution of this aspect of the acquired assets will be a significant factor in determining whether we realize the anticipated economic benefits.

- We will need to continue to acquire commercially valuable Internet domain names to grow our presence in the field of direct navigation. We will need to continuously improve our technologies to acquire valuable Internet domain names as competition in the marketplace for appropriate Internet domain names intensifies. Our domain name acquisition efforts are subject to rules and guidelines established by registries which maintain Internet domain name registrations and the registrars which process and facilitate Internet domain name registrations. The registries and registrars may change the rules and guidelines for acquiring Internet domains in ways that may prove detrimental to our domain acquisition efforts.

- The business of Name Development is dependent on current technologies and user practices. If browser or search technologies were to change significantly, the practice of direct navigation may be altered to our disadvantage.

- Some of our existing distribution partners may perceive Name Development as a competitive threat and therefore may decide to terminate their agreements with us because of the Name Development asset acquisition.

- We intend to apply our technology and expertise to geography-specific Web properties that we believe are under-commercialized and not yet mature from a monetization perspective. However, if the current disparities in traffic and monetization of such search terms do not narrow in a favorable way, we may expend significant company resources on business efforts that do not realize the results we expect.

If the acquired business is not integrated into our business as we anticipate, we may not be able to achieve these benefits or realize the value paid for the asset acquisition, which could materially harm our business, financial condition and results of operations.

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We may experience unforeseen liabilities in connection with the Name Development asset acquisition or our acquisition of other Internet domain names, which could negatively impact our financial results.

The Name Development asset acquisition involves the acquisition of a large number of previously-owned Internet domain names. Furthermore, we have separately acquired and intend to continue to acquire in the future additional previously-owned Internet domain names. In some cases, these acquired names may have trademark significance that is not readily apparent to us or is not identified by us in the bulk purchasing process. As a result we may face demands by third party trademark owners asserting infringement or dilution of their rights and seeking transfer of acquired Internet domain names under the Uniform Domain Name Dispute Resolution Policy administered by ICANN or actions under the U.S. Anti-Cybersquatting Consumer Protection Act.

We intend to review each claim or demand which may arise from time to time on its merits on a case-by-case basis with the assistance of counsel and we intend to transfer any rights acquired by us to any party that has demonstrated a valid prior right or claim. We cannot, however, guarantee that we will be able to resolve these disputes without litigation. The potential violation of third party intellectual property rights and potential causes of action under consumer protection laws may subject us to unforeseen liabilities including injunctions and judgments for money damages.

Regulation could reduce the value of the Internet domain names acquired or negatively impact the Internet domain acquisition process, which could significantly impair the value of the asset acquisition.

The Name Development business includes the registrations of thousands of Internet domain names both in the United States and internationally. Name Development acquires previously-owned Internet domain names that have expired and have been offered for sale by Internet domain name registrars following the period of permitted reclamation by their prior owners. Furthermore, we have separately acquired and intend to continue to acquire in the future additional previously-owned Internet domain names.

The acquisition of Internet domain names generally is governed by regulatory bodies. The regulation of Internet domain names in the United States and in foreign countries is subject to change. Regulatory bodies could establish additional requirements for previously-owned Internet domain names or modify the requirements for holding Internet domain names. As a result, we might not acquire or maintain names that contribute to our financial results in the same manner as reflected in the historical financial results of Name Development. Because certain Internet domain names are important assets which support the valuation of the Name Development asset acquisition, a failure to acquire or maintain such Internet domain names could adversely affect our financial results and our growth. Any impairment in the value of these important assets could cause our stock price to decline.

Risks Relating to Our Business and Our Industry

If we are unable to compete in the highly competitive performance-based advertising and search marketing industries, we may experience reduced demand for our products and services.

We operate in a highly competitive and changing environment. We principally compete with other companies which offer services in five main areas:

- sales to merchant advertisers of pay-per-click services;
- sales to merchant advertisers of feed management services;
- aggregation or optimization of online advertising for distribution through search engines, product shopping engines, directories, Web sites or other outlets;
- delivery of online advertising to end users or customers of merchants through destination Web sites or other distribution outlets; and
- services that allow merchants to manage their advertising campaigns across multiple networks and track the success of these campaigns.

Although we currently pursue a strategy that allows us to potentially partner with all relevant companies in the industry, there are certain companies in the industry that may not wish to partner with us. Despite the fact that we currently work with several of our potential competitors, there are no guarantees that these companies will continue to work with us in the future.

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We currently or potentially compete with a variety of companies, including FindWhat.com, Google, Microsoft and Yahoo! Many of these actual or perceived competitors also currently or may in the future have business relationships with us, particularly in distribution. Going forward, however, these companies may terminate their relationships with us. Furthermore, our competitors may be able to secure agreements with us on more favorable terms, which could reduce the usage of our services, increase the amount payable to our distribution partners, reduce total revenue and thereby have a material adverse effect on our business, operating results and financial condition.

We expect competition to intensify in the future because current and new competitors can enter our market with little difficulty. The barriers to entering our market are relatively low. In fact, many current Internet and media companies presently have the technical capabilities and advertiser bases to enter the search marketing services industry. Further, if the consolidation trend continues among the larger media and search engine companies with greater brand recognition, the share of the market remaining for smaller search marketing services providers could decrease, even though the number of smaller providers could continue to increase. These factors could adversely affect our competitive position in the search marketing services industry.

Some of our competitors, as well as potential entrants into our market, may be better positioned to succeed in this market. They may have:

- longer operating histories;
- more management experience;
- an employee base with more extensive experience;
- better geographic coverage;
- larger customer bases;
- greater brand recognition; and
- significantly greater financial, marketing and other resources.

Currently, and in the future, as the use of the Internet and other online services increases, there will likely be larger, more well-established and well-financed entities that acquire companies and/or invest in or form joint ventures in categories or countries of interest to us, all of which could adversely impact our business. Any of these trends could increase competition and reduce the demand for any of our services.

If we are not able to respond to the rapid technological change characteristic of our industry, our products and services may n