

MARCHEX INC
Form POS AM
August 07, 2009

As filed with the Securities and Exchange Commission on August 7, 2009

Registration No. 333-128317

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective

Amendment No. 1 to

FORM S-3

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

MARCHEX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of

35-2194038
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

413 Pine Street, Suite 500

Seattle, WA 98101

(206) 331-3300

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Russell C. Horowitz

Chairman and Chief Executive Officer

Marchex, Inc.

413 Pine Street, Suite 500

Seattle, WA 98101

(206) 331-3300

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Edgar Filing: MARCHEX INC - Form POS AM

Copy to:

Francis J. Feeney, Jr., Esq.

DLA Piper LLP (US)

33 Arch Street, 26th Floor

Boston, MA 02110

(617) 406-6000

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

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

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

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

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

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

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

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

Large accelerated filer " Accelerated filer Non-accelerated filer " Smaller reporting company "

(Do not check if a smaller reporting company)

DEREGISTRATION OF UNSOLD SECURITIES

On September 29, 2005, the Securities and Exchange Commission (the Commission) declared effective a registration statement on Form S-3 (File No. 333-128317) (the Registration Statement) of Marchex, Inc. (the Registrant) relating to the resale from time to time of up to 964,955 shares of Class B common stock of the Registrant (the Registered Shares) by the selling shareholders named in the Registration Statement pursuant to the plan of distribution set forth therein.

The Registrant's obligation to keep the Registration Statement effective has terminated under the terms of its acquisition agreement with the selling stockholders. Pursuant to the undertaking of the Registrant as required by Item 512(a)(3) of Regulation S-K, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of its Registered Shares that remain unsold as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities. The Registrant will cooperate with eligible holders to remove the restrictive legends from the Registered Shares.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on August 7, 2009.

MARCHEX, INC.

By: */s/ Russell C. Horowitz*
Russell C. Horowitz
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement No. 333-128317 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>/s/ Russell C. Horowitz</i> <hr/> Russell C. Horowitz	Chairman and Chief Executive Officer (Principal Executive Officer)	August 7, 2009
<i>/s/ Michael A. Arends</i> <hr/> Michael A. Arends	Chief Financial Officer (Principal Financial and Accounting Officer)	August 7, 2009
<i>/s/ John Keister</i> <hr/> John Keister	President and Director	August 7, 2009
<i>/s/ Dennis Cline</i> <hr/> Dennis Cline	Director	August 7, 2009
<i>/s/ Anne Devereux</i> <hr/> Anne Devereux	Director	August 7, 2009
<i>/s/ Nicolas J. Hanauer</i> <hr/> Nicolas J. Hanauer	Director	August 7, 2009
<i>/s/ M. Wayne Wischart</i> <hr/> M. Wayne Wischart	Director	August 7, 2009

,727,731 shares of Class A Common Stock issued and outstanding as reported in the Issuer's report on Form 10-Q for the fiscal year ended on June 30, 2001, as filed on August 13, 2001. Crocker-CT holds of record and thereby directly beneficially owns and has the sole direct power to vote and dispose of 209,711 shares of Class A Common Stock (the "Crocker-CT Shares"). Crocker indirectly beneficially owns and shares the indirect power to vote and dispose of the Crocker-CT Shares. McHugh indirectly beneficially owns and shares the indirect power to vote and dispose of the Crocker-CT Shares. (c)Crocker-CT acquired its shares of Class A Common Stock in December 1999 in a series of coordinated transactions (the "Separation Transaction") pursuant to which beneficial ownership of an aggregate of 1,467,979 of the 9,320,531 shares Class A Common Stock previously directly beneficially owned by Veqtor Finance Company, L.L.C. ("VFC") was transferred to partnerships (the "Other Partnerships") controlled by the former limited partners of Capital Trust Investors Limited Partnership, an Illinois limited partnership and then a managing member of VFC ("CTILP"). The Other Partnerships include: Crocker-CT; Callahan-CT General Partnership, an Illinois general partnership ("Callahan-CT"); DRD Family Partnership LP, an Illinois limited partnership ("Dammeyer-CT"); GRG Investment Partnership LP, a Delaware limited partnership ("Garrabrant-CT"); and Rosenberg-CT General Partnership, an Illinois general partnership ("Rosenberg-CT"). Beneficial ownership of an aggregate of 4,660,264 shares of the 9,320,531 shares of Class A Common Stock previously directly beneficially owned by VFC prior to the Separation Transaction was transferred to CMH Investment Partnership LP, a Delaware limited partnership ("Hatkoff LP") and JRK Investment Partnership LP, a Delaware limited partnership ("Klopp LP"). Each of the Other Partnerships, ----- CUSIP No. 14052H100 Page 9 of 12 Pages -----

----- Hatkoff LP and Klopp LP acquired direct beneficial ownership of such number of shares of Class A Common Stock equal to the number of shares in which the persons currently controlling such partnerships held an indirect pecuniary interest prior to the Separation Transaction. VFC retained direct beneficial ownership of 3,192,888 shares of Class A Common Stock which represents the number of shares in which the persons controlling VFC after the Separation Transaction held an indirect pecuniary interest prior to the Separation Transaction. The Separation Transaction was effected as follows. On December 2, 1999, CTILP was dissolved whereupon the former partners thereof were distributed their pro rata share of the common member interests in VFC owned by CTILP. Thereafter, on December 6, 1999, the former CTILP partners (or their further assignees) were admitted as members of VFC. After the foregoing dissolution and admission transactions, the members of VFC included Crocker-CT, V2 Holdings LLC, a Delaware limited liability company ("V2"), Zell General Partnership, Inc., an Illinois corporation ("Zell GP"), two affiliates of Zell GP and the persons currently controlling the Other Partnerships. Thereafter, on December 6, 1999, VFC and Craig M. Hatkoff ("Hatkoff") formed Hatkoff LP and VFC and John R. Klopp ("Klopp") formed Klopp LP. In connection with such formation transactions, VFC contributed 2,330,132 shares of Class A Common Stock as a capital contribution to each of Hatkoff LP and Klopp LP in consideration of VFC's partnership interest in each such partnership. On December 7, 1999, VFC redeemed the limited liability company interests in VFC held by Hatkoff, a trust established by Hatkoff for the benefit of Hatkoff's family, Klopp and a trust established by Klopp for the benefit of Klopp's family (inasmuch as such persons had succeeded to the limited liability company interests in VFC held by V2 and had been admitted as members of VFC on December 6, 1999 following the earlier dissolution of V2) in exchange for, in the case of Hatkoff and his family trust, a distribution of VFC's entire interest in the previously formed Hatkoff LP (to which a number of shares equal to Hatkoff's indirect pecuniary interest prior to the Separation Transaction had been transferred in connection with the foregoing contribution transactions), and in the case of Klopp and his family trust, a distribution of VFC's interest in the previously formed Klopp LP (to which a number of shares equal to Klopp's indirect pecuniary interest prior to the Separation Transaction had been transferred in connection with the foregoing contribution transactions). Thereafter, on December 8, 1999, VFC separately formed the Other Partnerships with the former limited partners of CTILP. In connection with such formation transactions, VFC contributed 209,711, 209,711, 209,711 419,423 and 419,423 shares of Class A Common Stock as a capital contribution to Crocker-CT, Callahan-CT, Dammeyer-CT, Garrabrant-CT and Rosenberg-CT, respectively, in consideration of VFC's partnership interest in each such partnership. Thereafter, on December 9, 1999, VFC redeemed the limited liability company interests in VFC held by the former limited partners of CTILP and their transferees, as applicable (inasmuch as such persons had succeeded to the limited liability company interests in VFC held by CTILP and had been admitted as members of VFC on December 6, 1999 following the earlier dissolution of CTILP), in exchange for a distribution of VFC's entire interest in each of their respective Other Partnerships (to which a number of shares equal to their indirect pecuniary ----- CUSIP No. 14052H100 Page 10 of 12

Pages ----- interest prior to the Separation Transaction had been transferred in connection with the foregoing contribution transactions). Upon consummation of the Separation Transaction by means of the foregoing transactions, Hatkoff LP, Klopp LP, VFC, Crocker-CT, Callahan-CT, Dammeyer-CT, Garrabrant-CT and Rosenberg-CT acquired (or, in the case of VFC, retained) direct beneficial ownership of such number of shares of Class A Common Stock as is set forth opposite its name or identity below:

-----	Person Shares -----	-----
-----	Hatkoff LP 2,330,132	-----
-----	Klopp LP 2,330,132	-----
-----	VFC 3,192,288 -----	-----
Crocker-CT 209,711 -----	-----	Callahan-CT 209,711
-----	Dammeyer-CT 209,711	-----
-----	Garrabrant-CT 419,423	-----
-----	Rosenberg-CT 419,423	-----

----- As described in Item 4, the Reporting Persons and General REMI II have entered into a Stockholder Approval Agreement governing the voting of Class A Common Stock held by the Reporting Persons. General REMI II and certain of its affiliates, including Limited REMI I, controlling or under common control with General REMI II reported aggregate beneficial ownership of 8,528,467 shares of Class A Common Stock issuable upon the exercise of the currently exercisable Warrants. Such shares represent 31.3% of the outstanding shares of Class A Common Stock (calculated in accordance with Rule 13d-3(d)(1)). The Reporting Persons disclaim beneficial ownership of any shares of Class A Common Stock beneficially owned by General REMI II and its affiliates. General REMI II and its affiliates have disclaimed beneficial ownership of any shares of Class A Common Stock held by the Reporting Persons. To the best of knowledge of the Reporting Person, except as described in Items 3, 4 and 5, none of the Reporting Persons has effected any transactions in the Class A Common Stock during the period which commenced sixty days prior to the date of the event which triggered the filing of this Schedule 13D and ends on the date of the filing of this Schedule 13D. (d)No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Class A Common Stock reported herein. (e)Not applicable ----- CUSIP No. 14052H100 Page 11 of 12 Pages

----- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of Issuer. ----- Except as set forth in Item 4 of this Schedule 13D, to the best knowledge of the Reporting Persons, no contracts, arrangements, understandings or relationships (legal or otherwise) exist among the Reporting Persons and any other person with respect to the securities of the Issuer. Item 7. Materials to be Filed as Exhibits. -----

-----	Exhibit No.	Description
-----	1.	Joint Filing Agreement, dated October 30, 2001
-----	2.	Stockholder Approval Agreement, dated as of March 8, 2000, among Travelers General Real Estate Mezzanine Investments II, LLC, Douglas Crocker II, Cindy McHugh and Crocker-CT General Partnership (filed as Exhibit O to the Schedule 13D jointly filed by Citigroup Inc. and other reporting persons identified therein on August 17, 2001 and is incorporated herein by reference).

----- SIGNATURE After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. Crocker-CT General Partnership By: Douglas Crocker II and Cindy McHugh, its general partners /s/ Douglas Crocker II ----- Douglas Crocker II /s/ Cindy McHugh

----- Cindy McHugh /s/ Douglas Crocker ----- DOUGLAS CROCKER /s/ Cindy McHugh ----- CINDY MCHUGH Exhibit 1 CONSENT AND AGREEMENT TO JOINT FILING Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, each of the undersigned persons does hereby consent to and agree to jointly file with the Securities and Exchange Commission a Schedule 13D on behalf of each of them with respect to their beneficial ownership of shares of class A common stock, par value \$.01 per share, of Capital Trust, Inc., a Maryland corporation, and any future amendments thereto as may be required from time to time. Dated: October 30, 2001 Crocker-CT General Partnership By: Douglas Crocker II and Cindy McHugh, its general partners /s/ Douglas Crocker II ----- Douglas Crocker II /s/ Cindy McHugh

----- Cindy McHugh /s/ Douglas Crocker ----- DOUGLAS CROCKER /s/
Cindy McHugh ----- CINDY MCHUGH