MARCHEX INC
Form 10-Q
November 10, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2014

or

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number 000-50658

Marchex, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	**35-2194038**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

520 Pike Street, Suite 2000

Seattle, Washington 98101

(Address of principal executive offices)

Registrant s telephone number, including area code: (206) 331-3300

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its Corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock as of the latest practicable date.

Class	**Outstanding at November 7, 2014**
Class A common stock, par value $.01 per share	5,232,636
Class B common stock, par value $.01 per share	37,611,172

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Marchex, Inc.

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Part I Financial Information

Item 1. Condensed Consolidated Financial Statements

MARCHEX, INC. AND SUBSIDIARIES

Condensed Consolidated Balance Sheets

(in thousands)

(unaudited)

	December 31, 2013	September 30, 2014
Assets		
Current assets:		
Cash and cash equivalents	$ 30,912	$ 80,652
Accounts receivable, net	30,005	33,531
Prepaid expenses and other current assets	2,943	3,132
Refundable taxes	97	92
Deferred tax assets	1,016	
Total current assets	64,973	117,407
Property and equipment, net	5,440	5,286
Deferred tax assets	25,138	
Intangible and other assets, net	484	328
Goodwill	65,679	65,679
Intangible assets from acquisitions, net	434	
Total assets	$ 162,148	$ 188,700
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 15,922	$ 20,620
Accrued expenses and other current liabilities	7,988	8,622
Deferred revenue	1,388	1,592
Total current liabilities	25,298	30,834
Other non-current liabilities	2,095	1,221
Total liabilities	27,393	32,055
Stockholders equity:		
Class A common stock	80	55
Class B common stock	309	376
Treasury stock	(2)	

Additional paid-in capital	305,517	347,023
Accumulated deficit	(171,149)	(190,809)
Total stockholders equity	134,755	156,645
Total liabilities and stockholders equity	$ 162,148	$ 188,700

See accompanying notes to condensed consolidated financial statements.

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MARCHEX, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

(in thousands, except per share amounts)

(unaudited)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2013	2014	2013	2014
Revenue	$ 112,870	$ 149,353	$ 40,560	$ 49,181
Expenses:				
Service costs (1)	68,025	96,728	25,293	32,055
Sales and marketing (1)	8,350	9,161	2,801	2,940
Product development	20,586	22,599	6,833	7,581
General and administrative	15,003	16,127	4,679	5,380
Amortization of intangible assets from acquisitions (2)	2,500	434	709	
Acquisition and separation related costs	940	(68)	286	
Total operating expenses	115,404	144,981	40,601	47,956
Gain on sales and disposals of intangible assets, net	3,739		1,047	
Income from operations	1,205	4,372	1,006	1,225
Other income (expense):				
Interest income	12	1	3	
Interest and line of credit expense	(57)	(57)	(20)	(19)
Other	(3)	13	(2)	
Total other income (expense)	(48)	(43)	(19)	(19)
Income from continuing operations before provision for income taxes	1,157	4,329	987	1,206
Income tax expense	797	24,277	389	22,980
Net income (loss) from continuing operations	360	(19,948)	598	(21,774)
Discontinued operations:				
Income (loss) from discontinued operations, net of tax	(77)	9	(46)	
Gain on sale of discontinued operations, net of tax	929	278	929	278
Discontinued operations, net of tax	852	287	883	278
Net income (loss)	1,212	(19,661)	1,481	(21,496)
Dividends paid to participating securities		(98)		(29)

Net income (loss) applicable to common stockholders	$ 1,212	$ (19,759)	$ 1,481	$ (21,525)
Basic and diluted net income (loss) per share applicable to Class A and Class B common stockholders:				
Continuing operations	$ 0.01	$ (0.51)	$ 0.02	$ (0.53)
Discontinued operations, net of tax	$ 0.02	$ 0.01	$ 0.02	$ 0.01
Basic and diluted net income (loss) applicable to Class A and Class B common stockholders	$ 0.03	$ (0.50)	$ 0.04	$ (0.52)
Dividends paid per share	$	$ 0.06	$	$ 0.02
Shares used to calculate basic net income (loss) per share applicable to common stockholders				
Class A	9,168	6,062	8,377	5,233
Class B	26,280	33,546	27,308	36,041
Shares used to calculate diluted net income (loss) per share applicable to common stockholders				
Class A	9,168	6,062	8,377	5,233
Class B	36,371	39,608	37,277	41,274
(1) Excludes amortization of intangible assets from acquisitions				
(2) Components of amortization of intangible assets from acquisitions:				
Service costs	$ 1,579	$ 434	$ 402	$
Sales and marketing	921		307	
Total	$ 2,500	$ 434	$ 709	$

See accompanying notes to condensed consolidated financial statements.

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MARCHEX, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	Nine Months Ended September 30,	
	2013	**2014**
Cash flows from operating activities:		
Net income (loss)	$ 1,212	$ (19,661)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Amortization and depreciation	5,291	3,195
Loss on sale of fixed assets	5	
Acquisition related costs		(68)
Gain on sale of discontinued operations	(1,492)	(422)
Gain on sales and disposals of intangible assets, net	(3,739)	
Allowance for doubtful accounts and advertiser credits	1,431	949
Stock-based compensation	6,901	9,024
Deferred income taxes	1,024	24,390
Excess tax benefit related to stock-based compensation	(209)	
Change in certain assets and liabilities:		
Accounts receivable, net	(6,252)	(4,475)
Refundable taxes	192	5
Prepaid expenses, other current assets and other assets	(462)	(26)
Accounts payable	2,897	4,628
Accrued expenses and other current liabilities	649	646
Deferred revenue	69	204
Other non-current liabilities	(30)	(272)
Net cash provided by operating activities	7,487	18,117
Cash flows from investing activities:		
Purchases of property and equipment	(2,476)	(2,297)
Proceeds from sales of intangible assets	3,739	
Purchases of intangible and changes in other non-current assets	(124)	(185)
Proceeds from sale of discontinued operations	1,058	304
Net cash provided by (used in) investing activities	2,197	(2,178)
Cash flows from financing activities:		
Excess tax benefit related to stock-based compensation	209	
Proceeds from offering, net of costs		32,527
Tax withholding related to restricted stock awards	(1,639)	(467)
Common stock dividend payments		(2,474)
Repurchase of Class B common stock	(119)	

Proceeds from exercises of stock options and issuance of restricted stock to employees, net of repurchases of forfeited unvested restricted stock	1,040	4,166
Proceeds from employee stock purchase plan	46	49
Net cash provided by (used in) financing activities	(463)	33,801
Net increase in cash and cash equivalents by operations	9,221	49,740
Cash and cash equivalents at beginning of period	15,930	30,912
Cash and cash equivalents at end of period	$ 25,151	$ 80,652
Supplemental disclosure of cash flow information:		
Cash paid during the period for income taxes, net of refunds	$ 25	$ 31

See accompanying notes to condensed consolidated financial statements.

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MARCHEX, INC. AND SUBSIDIARIES

Notes To Condensed Consolidated Financial Statements

(unaudited)

(1) Description of Business and Basis of Presentation

Marchex, Inc. (the Company) was incorporated in the state of Delaware on January 17, 2003. The Company is a mobile and call advertising technology company. The Company provides products and services for businesses of all sizes that depend on consumer phone calls to drive sales. The Company s technology platform delivers performance-based, pay-for-call advertising across numerous mobile and online publishers to connect high-intent consumers with business over the phone while its technology facilitates call quality, analyzes calls in real time, and measures the outcomes of calls. The Company through its Archeo division enables the buying, selling and development of domain names. The Company also provides performance-based online advertising that connects advertisers with consumers across our owned web sites as well as third party web sites.

The accompanying unaudited condensed consolidated financial statements of Marchex, Inc. and its wholly-owned subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014, or for any other period. The balance sheet at December 31, 2013 has been derived from the audited consolidated financial statements at that date but does not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements. These condensed consolidated financial statements and notes should be read in conjunction with the Company s audited consolidated financial statements and accompanying notes included in the Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC.

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Acquisitions are included in the Company s consolidated financial statements as of and from the date of acquisition. All inter-company transactions and balances have been eliminated in consolidation. Certain reclassifications have been made to the condensed consolidated financial statements in the prior period to conform to the current period presentation.

The Company s condensed consolidated financial statements presented include the condensed consolidated balance sheets as of December 31, 2013 and September 30, 2014, the condensed consolidated statements of operations for the three and nine months ended September 30, 2013 and 2014 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2013 and 2014.

In July 2013, the Company sold certain assets related to Archeo s pay per click advertising services. As a result, the operating results related to these certain pay per click assets are shown as discontinued operations in the condensed consolidated statements of operations for all periods presented (see *Note 14. Discontinued Operations*). Unless otherwise indicated, information presented in the notes to the condensed financial statements relates only to the Company s continuing operations.

(2) Significant Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These judgments are difficult as matters that are inherently uncertain directly impact their valuation and accounting. Actual results may vary from management s estimates and assumptions.

On September 10, 2013, the Company launched its Domains Marketplace, which provides domain names available for sale and initiated plans to facilitate the active buying and transacting of domain names. Domain name sales occurring after this launch have been recognized as revenue in the condensed consolidated financial statements. Historically, the sale of domain names were not a core operation of the Company and were peripheral to the generation of advertising revenue from domain names held for use and as such, domain name sales were reported as gains on sales and disposals of intangible assets, net in the condensed consolidated financial statements. Substantially all of the Company s domain names that are available for sale are also used to generate advertising revenue. The Company also continues to maintain a portfolio of domain names, which are solely held for use primarily to generate advertising revenue.

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Recent Accounting Pronouncement Not Yet Effective

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606) (ASU 2014-09)*, which amends the existing accounting standards for revenue recognition. ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled when products or services are transferred to customers. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. ASU 2014-09 may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company is currently in the process of evaluating the impact of adoption of ASU 2014-09 on its consolidated financial statements.

Revenues

The following table presents the Company s revenues by segment for the periods presented (in thousands):

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Call-driven	$ 100,668	$ 137,728	$ 35,668	$ 46,379
Archeo	12,202	11,625	4,892	2,802
Total Revenue	$ 112,870	$ 149,353	$ 40,560	$ 49,181

Call-driven revenue consists of payments from advertisers for pay-for-call marketing services and for use of the Company s Call Analytics technology. Call-driven revenue also consists of payments from our reseller partners for use of our technology platform and marketing services, which they offer to their small business customers, as well as payments from advertisers for cost-per-action marketing services. Archeo revenue includes revenue generated from advertisements on our network of owned and operated websites and third-party distribution, as well as from the sale of domain names occurring after the launch of the Company s Domains Marketplace in September 2013. Prior to the launch of Domains Marketplace, the sale of domain names were reported as gains on sales and disposals of intangible assets, net in the condensed consolidated financial statements. Total domain name sales before and after launch totaled $1.9 million and $4.6 million for the three and nine months ended September 30, 2013, respectively, compared to $1.6 million and $5.7 million of domain sales revenue for the three and nine months ended September 30, 2014, respectively. See *Note 6. Segment Reporting and Geographic Information* for further discussion regarding the Company s operating segments.

The following table presents the Company s revenues, by revenue source, for the periods presented (in thousands):

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Partner and Other Revenue Sources	$ 105,743	$ 140,304	$ 37,412	$ 46,914

Proprietary Web site Traffic Sources and Domain Names	7,127	9,049	3,148	2,267
Total Revenue	$ 112,870	$ 149,353	$ 40,560	$ 49,181

The Company s partner network revenues are primarily generated using third party distribution networks to deliver the advertisers listings. The distribution network includes mobile and online search engines and applications, directories, destination sites, shopping engines, third party Internet domains or web sites, other targeted Web-based content, mobile carriers and other offline sources. The Company generates revenue upon delivery of qualified and reported phone calls or click-throughs to our advertisers or to advertising services providers listings. The Company pays a revenue share to the distribution partners to access their mobile, online, offline and other user traffic. Other revenues include the Company s call provisioning and call tracking services, presence management services, and campaign management services.

The Company s proprietary web site traffic revenues are generated from the Company s portfolio of owned web sites, which are monetized with pay-for-call or pay-per-click listings that are relevant to the web sites, and other forms of advertising, including banner advertising and sponsorships. When an online user navigates to one of the Company s owned and operated web sites and calls or clicks on a particular listing or completes the specified action, the Company receives a fee. Other proprietary web site traffic revenues include domain name sales, which were recognized as revenue with the launch of its Domains Marketplace in September 2013.

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(3) Stock-based Compensation Plans

Stock-based compensation expense has been included in the same lines as compensation paid to the same employees in the condensed consolidated statement of operations. Stock-based compensation expense was included in the following operating expense categories as follows (in thousands):

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Service costs	$ 818	$ 1,017	$ 455	$ 373
Sales and marketing	474	663	211	226
Product development	1,127	2,017	361	666
General and administrative	4,456	5,327	1,338	1,759
Total stock-based compensation	$ 6,875	$ 9,024	$ 2,365	$ 3,024
Income tax benefit related to stock-based compensation included in net income (loss)	$ 1,937	$ 2,682	$ 686	$ 830

FASB ASC 718 requires the benefits of tax deductions in excess of the stock-based compensation cost to be classified as financing cash inflows and is shown as Excess tax benefit related to stock-based compensation on the consolidated statement of cash flows. In addition, a tax benefit and a credit to additional paid-in capital for the excess deductions are not recognized until that deduction reduces taxes payable. For the nine months ended September 30, 2014, the Company incurred an excess tax deduction of $6.5 million for which the tax benefit was not recorded because the Company is in a cumulative loss carryforward position for income taxes.

The Company uses the Black-Scholes option pricing model to estimate the per share fair value of stock option grants with time-based vesting. The Black-Scholes model relies on a number of key assumptions to calculate estimated fair values. For the quarters ended September 30, 2013 and 2014, the expected life of each award granted was determined based on historical experience with similar awards, giving consideration to contractual terms, anticipated exercise patterns, vesting schedules and forfeitures. Expected volatility is based on historical volatility levels of the Company s Class B common stock and the expected volatility of companies in similar industries that have similar vesting and contractual terms. The risk-free interest rate is based on the implied yield currently available on U.S. Treasury issues with terms approximately equal to the expected life of the option. The Company uses an expected annual dividend yield in consideration of the Company s common stock dividend payments.

The following weighted average assumptions were used in determining the fair value of time-vested stock option grants for the periods presented:

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Expected life (in years)	4.0-6.25	4.0	4.0-6.25	4.0
Risk-free interest rate	1.09%	1.26%	1.52%	1.45%

Expected volatility	56%	55-62%	61%	62%
Expected dividend yield	1.74%	0.76%	1.00%	0.76%

Stock option activity during the nine months ended September 30, 2014 is summarized as follows:

	Shares	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Balance at December 31, 2013	7,707,713	$ 7.48	6.99	$ 17,148
Options granted	1,167,786	10.13		
Options forfeited	(210,407)	6.03		

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	Shares	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Options expired	(89,077)	11.75		
Options exercised	(743,491)	5.60		
Balance at September 30, 2014	7,832,524	$ 8.04	6.73	$ 133

The Company issues restricted stock awards and restricted stock units to employees for future services and/or in connection with acquisitions. Restricted stock units entitle the holder to receive one share of the Company s Class B common stock upon satisfaction of certain vesting conditions. Restricted stock award and restricted stock unit grants are generally measured at fair value on the date of grant based on the number of awards granted and the quoted price of the Company s common stock. Restricted shares issued are accounted for under FASB ASC 718 using the straight-line method net of estimated forfeitures.

Restricted stock awards and restricted stock units activity during the nine months ended September 30, 2014 is summarized as follows:

	Shares/ Units	Weighted average grant date fair value
Unvested balance at December 31, 2013	2,709,443	$ 5.41
Granted	618,992	10.03
Vested	(643,830)	4.69
Forfeited	(78,500)	4.23
Unvested balance at September 30, 2014	2,606,105	$ 6.72

The Company repurchased 41,287 shares from certain executives for minimum withholding taxes on 143,650 restricted stock awards that vested during the nine months ended September 30, 2014. The number of shares repurchased was based on the value on the vesting date of the restricted stock awards equivalent to the value of the executives minimum withholding taxes of $467,000, which was remitted in cash to the appropriate taxing authorities. The payments are reflected as a financing activity within the condensed consolidated statement of cash flows when paid.

(4) Net Income (Loss) Per Share

The Company computes net income (loss) per share of Class A and Class B common stock using the two class method. Under the provisions of the two class method, basic net income (loss) per share is computed by dividing net income (loss) applicable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing net income (loss) applicable to common stockholders by the weighted average number of common and dilutive common equivalent shares outstanding during the period. The computation of the diluted net income (loss) per share of Class B common stock assumes the conversion of Class A common stock to Class B common stock, while the diluted net income (loss) per

share of Class A common stock does not assume the conversion of those shares.

In accordance with the two class method, the undistributed earnings for each period are allocated based on the contractual participation rights of the Class A and Class B common shares and the restricted shares as if the earnings for the year had been distributed. Considering the terms of the Company s charter which provides that, if and when dividends are declared on our common stock in accordance with Delaware General Corporation Law, equivalent dividends shall be paid with respect to the shares of Class A common stock and Class B common stock and that both classes of common stock have identical dividend rights and would share equally in our net assets in the event of liquidation, we have allocated undistributed losses on a proportionate basis. Additionally, the Company has paid dividends equally to both classes of common stock and the unvested restricted shares since it initiated a quarterly cash dividend in November 2006.

Instruments granted in unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are participating securities prior to vesting. As such, the Company s restricted stock awards are considered participating securities for purposes of calculating earnings per share. Under the two class method, dividends paid on unvested restricted stock are allocated to these participating securities and therefore impacts the calculation of amounts allocated to common stock.

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The following table calculates net income (loss) from continuing operations to net income (loss) applicable to common stockholders used to compute basic net income (loss) per share for the periods ended (in thousands, except per share amounts):

	Nine months ended September 30,			
	2013		2014	
	Class A	Class B	Class A	Class B
Basic net income (loss) per share:				
Numerator:				
Net income (loss) from continuing operations	$ 87	$ 273	$ (3,067)	$ (16,881)
Dividends paid to participating securities				(98)
Net income (loss) from continuing operations applicable to common stockholders	$ 87	$ 273	$ (3,067)	$ (16,979)
Discontinued operations, net of tax	207	645	42	245
Net income (loss) applicable to common stockholders	$ 294	$ 918	$ (3,025)	$ (16,734)
Denominator:				
Weighted average number of shares outstanding used to calculate basic net income (loss) per share	9,168	26,280	6,062	33,546
Basic net income (loss) per share:				
Net income (loss) from continuing operations applicable to common stockholders	$ 0.01	$ 0.01	$ (0.51)	$ (0.51)
Discontinued operations, net of tax	0.02	0.02	0.01	0.01
Basic net income (loss) per share applicable to common stockholders	$ 0.03	$ 0.03	$ (0.50)	$ (0.50)

	Three months ended September 30,			
	2013		2014	
	Class A	Class B	Class A	Class B
Numerator:				
Net income (loss) from continuing operations	$ 133	$ 465	$ (2,764)	$ (19,010)
Dividends paid to participating securities				(29)
Net income (loss) from continuing operations applicable to common stockholders	$ 133	$ 465	$ (2,764)	$ (19,039)
Discontinued operations, net of tax	196	687	34	244
Net income (loss) applicable to common stockholders	$ 329	$ 1,152	$ (2,730)	$ (18,795)

Denominator:				
Weighted average number of shares outstanding used to calculate basic net income (loss) per share	8,377	27,308	5,233	36,041
Basic net income (loss) per share:				
Net income (loss) from continuing operations applicable to common stockholders	$ 0.02	$ 0.02	$ (0.53)	$ (0.53)
Discontinued operations, net of tax	0.02	0.02	0.01	0.01
Basic net income (loss) per share applicable to common stockholders	$ 0.04	$ 0.04	$ (0.52)	$ (0.52)

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The following table calculates net income from continuing operations to net income applicable to common stockholders used to compute diluted net income per share for the periods ended (in thousands, except per share amounts):

	Nine months ended September 30,			
	2013		2014	
	Class A	Class B	Class A	Class B
Diluted net income (loss) per share:				
Numerator:				
Net income (loss) from continuing operations	$ 87	$ 273	$ (3,067)	$ (16,881)
Dividends paid to participating securities				(98)
Reallocation of net income (loss) for Class A shares as a result of conversion of Class A to Class B shares		87		(3,067)
Net income (loss) from continuing operations applicable to common stockholders	$ 87	$ 360	$ (3,067)	$ (20,046)
Discontinued operations, net of tax	204	648	42	245
Reallocation of discontinued operations for Class A shares as a result of conversion of Class A to Class B shares		204		42
Discontinued operations, net of tax	$ 204	$ 852	$ 42	$ 287
Net income (loss) applicable to common stockholders	$ 291	$ 1,212	$ (3,025)	$ (19,759)
Denominator:				
Weighted average number of shares outstanding used to calculate basic net income (loss) per share	9,168	26,280	6,062	33,546
Weighted average stock options and warrants and common shares subject to repurchase or cancellation		923		
Conversion of Class A to Class B common shares outstanding		9,168		6,062
Weighted average number of shares outstanding used to calculate diluted net income (loss) per share	9,168	36,371	6,062	39,608
Diluted net income (loss) per share:				
Net income (loss) from continuing operations applicable to common stockholders	$ 0.01	$ 0.01	$ (0.51)	$ (0.51)
Discontinued operations, net of tax	0.02	0.02	0.01	0.01
Net income (loss) per share applicable to common stockholders	$ 0.03	$ 0.03	$ (0.50)	$ (0.50)

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	Three months ended September 30,			
	2013		2014	
	Class A	Class B	Class A	Class B
Numerator:				
Net income from continuing operations	$ 129	$ 469	$ (2,764)	$ (19,010)
Dividends paid to participating securities				(29)
Reallocation of net income for Class A shares as a result of conversion of Class A to Class B shares		129		(2,764)
Net income from continuing operations applicable to common stockholders	$ 129	$ 598	$ (2,764)	$ (21,803)
Diluted discontinued operations, net of tax	191	692	34	244
Reallocation of diluted discontinued operations for Class A shares as a result of conversion of Class A to Class B shares		191		34
Discontinued operations, net of tax	$ 191	$ 883	$ 34	$ 278
Net income applicable to common stockholders	$ 320	$ 1,481	$ (2,730)	$ (21,525)
Denominator:				
Weighted average number of shares outstanding used to calculate basic net income per share	8,377	27,308	5,233	36,041
Weighted average stock options and warrants and common shares subject to repurchase or cancellation		1,592		
Conversion of Class A to Class B common shares outstanding		8,377		5,233
Weighted average number of shares outstanding used to calculate diluted net income per share	8,377	37,277	5,233	41,274
Diluted net income per share:				
Net income from continuing operations applicable to common stockholders	$ 0.02	$ 0.02	$ (0.53)	$ (0.53)
Discontinued operations, net of tax	0.02	0.02	0.01	0.01
Diluted net income per share applicable to common stockholders	$ 0.04	$ 0.04	$ (0.52)	$ (0.52)

The weighted average number of shares used to calculate the diluted net income (loss) per share includes the weighted average number of shares from the assumed conversion of Class A common stock to Class B common stock.

The computation of diluted net income (loss) per share excludes the following because their effect would be anti-dilutive (in thousands):

For the three and nine months ended September 30, 2013, outstanding options to acquire 3,649 and 6,025 shares of Class B common stock, respectively. For the three and nine months ended September 30, 2014, outstanding options to acquire 7,833 shares of Class B common stock.

For the three and nine months ended September 30, 2013, 280 shares of unvested Class B restricted common shares issued to employees and in connection with acquisitions. For the three and nine months ended September 30, 2014, 1,503 shares of unvested Class B restricted common shares issued to employees and in connection with acquisitions.

For the three and nine months ended September 30, 2013, 181 restricted stock units. For the three and nine months ended September 30, 2014, 1,103 restricted stock units.

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(5) Concentrations

The Company maintains substantially all of its cash and cash equivalents with one financial institution.

A significant majority of the Company s revenue earned from advertisers is generated through arrangements with distribution partners. The Company may not be successful in renewing any of these agreements, or if they are renewed, they may not be on terms as favorable as current agreements. In September 2014, Advertiser C ceased purchases of the Company s pay-for-call services. The Company may not be successful in entering into agreements with new distribution partners or advertisers on commercially acceptable terms. In addition, several of these distribution partners or advertisers may be considered potential competitors. In 2013 and 2014, the Company s largest distribution partner was paid less than 20% of consolidated revenue.

The advertisers representing more than 10% of consolidated revenue are as follows:

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Advertiser A	25%	22%	25%	23%
Advertiser B	14%	*	13%	*
Advertiser C	11%	33%	12%	31%

Advertiser A is also a distribution partner.

The outstanding receivable balance for each advertiser representing more than 10% of accounts receivable is as follows:

	At December 31, 2013	At September 30, 2014
Advertiser A	41%	32%
Advertiser B	14%	*
Advertiser C	13%	26%

* Less than 10%

(6) Segment Reporting and Geographic Information

Operating segments are revenue-producing components of the enterprise for which separate financial information is produced internally for the Company s management. In July 2013, the Company sold certain assets related to Archeo s pay per click advertising services. As a result, the operating results related to these certain pay per click assets are shown as discontinued operations, net of tax in the condensed consolidated statements of operations for all periods presented and are excluded from segment reporting. See *Note 14. Discontinued Operations* for further discussion.

The Company s Call-driven segment comprises its performance-based advertising business focused on driving phone calls. The Archeo segment comprises the Company s click-based advertising and Internet domain name businesses. Call-driven segment expenses include both direct costs incurred by the segment business as well as corporate

overhead costs. Archeo segment expenses only include direct costs incurred by the segment. Segment expenses exclude the following: stock-based compensation, amortization of intangible assets from acquisitions, acquisition and separation related costs, and other income (expense).

A measure of segment assets is not currently provided to the Company s chief operating decision maker and has therefore not been disclosed. The carrying amount of goodwill by operating segment at September 30, 2014 was approximately $63.3 million and $2.4 million for Call-driven and Archeo, respectively.

Selected segment information (in thousands):

	Nine months ended September 30, 2014		
	Call-driven	**Archeo**	**Total**
Revenue	$ 137,728	$ 11,625	$ 149,353
Operating expenses	129,140	6,451	135,591
Segment profit	$ 8,588	$ 5,174	$ 13,762

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	Nine months ended September 30, 2014		
	Call-driven	Archeo	Total
Less reconciling items:			
Stock based compensation			9,024
Amortization of intangible assets from acquisitions			434
Acquisition and separation related costs			(68)
Interest expense and other, net			43
Income from continuing operations before provision for income taxes			$ 4,329

	Nine months ended September 30, 2013		
	Call-driven	Archeo	Total
Revenue	$ 100,668	$ 12,202	$ 112,870
Operating expenses	96,096	8,993	105,089
Gain on sales of intangible assets, net		3,739	3,739
Segment profit	$ 4,572	$ 6,948	$ 11,520
Less reconciling items:			
Stock based compensation			6,875
Amortization of intangible assets from acquisitions			2,500
Acquisition and separation related costs			940
Interest expense and other, net			48
Income from continuing operations before provision for income taxes			$ 1,157

	Three months ended September 30, 2014		
	Call-driven	Archeo	Total
Revenue	$ 46,379	$ 2,802	$ 49,181
Operating expenses	43,099	1,833	44,932
Segment profit	$ 3,280	$ 969	$ 4,249
Less reconciling items:			
Stock based compensation			3,024
Amortization of intangible assets from acquisitions			
Acquisition and separation related costs			
Interest expense and other, net			19
Income from continuing operations before provision for income taxes			$ 1,206

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	Three months ended September 30, 2013		
	Call-driven	Archeo	Total
Revenue	$ 35,668	$ 4,892	$ 40,560
Operating expenses	33,975	3,266	37,241
Gain on sales of intangible assets, net		1,047	1,047
Segment profit	$ 1,693	$ 2,673	$ 4,366
Less reconciling items:			
Stock based compensation			2,365
Amortization of intangible assets from acquisitions			709
Acquisition and separation related costs			286
Interest expense and other, net			19
Income from continuing operations before provision for income taxes			$ 987

Revenues from advertisers by geographical areas are tracked on the basis of the location of the advertiser. The vast majority of the Company s revenue and accounts receivable are derived from domestic sales to advertisers engaged in various mobile, online and other activities.

Revenues by geographic region are as follows (in percentages):

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
United States	94%	95%	95%	96%
Canada	6%	3%	5%	3%
Other countries	*	2%	*	1%
	100%	100%	100%	100%

* Less than 1% of revenue.

(7) Property and Equipment

Property and equipment consisted of the following (in thousands):

	At December 31, 2013	At September 30, 2014
Computer and other related equipment	$ 17,794	$ 17,711
Purchased and internally developed software	7,672	7,830
Furniture and fixtures	1,319	1,359

Leasehold improvements		1,829		1,834
	$	28,614	$	28,734
Less: accumulated depreciation and amortization		(23,174)		(23,448)
Property and equipment, net	$	5,440	$	5,286

The Company has capitalized certain costs of internally developed software for internal use. The estimated useful life of costs capitalized is evaluated for each specific project. Amortization begins in the period in which the software is ready for its intended use. The Company has not capitalized any internally developed costs for the three and nine months ended September 30, 2013 and 2014.

Depreciation and amortization expense, related to property and equipment was approximately $868,000 and $863,000 for the three months ended September 30, 2013 and 2014, respectively, and was $2.6 million for both the nine months ended September 30, 2013 and 2014.

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(8) Commitments

The Company has commitments for future payments related to office facilities leases and other contractual obligations. The Company leases its office facilities under operating lease agreements expiring through 2018. The Company recognizes rent expense under such agreements on a straight-line basis over the lease term with any lease incentive amortized as a reduction of rent expense over the lease term. The Company also has other contractual obligations expiring over varying time periods through 2016. Other contractual obligations primarily relate to minimum contractual payments due to distribution partners and other outside service providers (in thousands). Future minimum payments are approximately as follows (in thousands):

(in thousands)	Facilities operating leases	Other contractual obligations	Total
2014	$ 587	$ 958	$ 1,545
2015	2,271	2,230	4,501
2016	2,313	1,264	3,577
2017	2,372		2,372
2018	577		577
Total minimum payments	$ 8,120	$ 4,452	$ 12,572

Rent expense incurred by the Company was approximately $463,000 and $467,000 for the three months ended September 30, 2013 and 2014, respectively, and was $1.4 million for both the nine months ended September 30, 2013 and 2014.

(9) Credit Agreement

In April 2008, the Company entered into a credit agreement providing for a senior secured $30 million revolving credit facility (Credit Agreement). In 2011, the Company signed an amendment to the Credit Agreement, which extended the maturity period through to April 1, 2014. During the first quarter of 2014, the Company signed an amendment to the Credit Agreement, which extended the maturity period to April 1, 2017. Interest on outstanding balances under the Credit Agreement will accrue at LIBOR plus an applicable margin rate, as determined under the agreement and has an unused commitment fee. The Credit Agreement contains certain customary representations and warranties, financial covenants, events of default and is secured by substantially all of the assets of the Company. During the nine months ended September 30, 2013 and 2014, the Company had no borrowings under the Credit Agreement.

(10) Contingencies and Taxes

(a) Contingencies

The Company is involved in legal and administrative proceedings and claims of various types from time to time. While any litigation contains an element of uncertainty, the Company is not aware of any legal proceedings or claims which are pending that the Company believes, based on current knowledge, will have, individually or taken together, a material adverse effect on the Company s financial condition or results of operations or liquidity.

In some agreements to which we are a party, we have agreed to indemnification provisions of varying scope and terms with advertisers, vendors and other parties with respect to certain matters, including, but not limited to, losses arising out of the Company s breach of agreements or representations and warranties made by the Company, services to be provided by the Company and intellectual property infringement claims made by third parties. As a result of these provisions, we may from time to time provide certain levels of financial support to our contract parties to seek to minimize the impact of any associated litigation in which they may be involved. To date, there have been no known events or circumstances that have resulted in any material costs related to these indemnification provisions and no liabilities therefore have been recorded in the accompanying unaudited condensed consolidated financial statements. However, the maximum potential amount of the future payments we could be required to make under these indemnification provisions could be material.

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(b) Taxes

As of September 30, 2014, based upon both positive and negative evidence available, the Company has determined that it is not more likely than not that its deferred tax assets of $45.4 million will be realized and accordingly, the Company has recorded 100% valuation allowance of $45.4 million against these deferred tax assets. During the three months ended September 30, 2014, the valuation allowance increased by $22.3 million resulting in a corresponding income tax expense of $22.3 million. In assessing the realizability of deferred tax assets, the Company considered whether it is more likely than not that some or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences are deductible. The Company considered the future reversal of deferred tax liabilities, carryback potential, projected taxable income, and tax planning strategies as well as its history of taxable income or losses in the relevant jurisdictions in making this assessment. The Company incurred taxable losses in 2012 and 2013 of $3.5 million and $7.6 million, respectively. During the third quarter of 2014, a significant customer cancelled its arrangement with the Company resulting in lower projected revenue and profitability and a taxable loss is expected for 2014. Based on the level of historical taxable losses and the uncertainty of projections for future taxable income over the periods for which the deferred tax assets are deductible, the Company concluded that it is not more likely than not that the gross deferred tax assets will be realized and the valuation allowance was increased to $45.4 million during the three months ended September 30, 2014.

From time to time, various state, federal and other jurisdictional tax authorities undertake audits of the Company and its filings. In evaluating the exposure associated with various tax filing positions, the Company on occasion accrues charges for uncertain positions. The Company adjusts these contingencies in light of changing facts and circumstances, such as the outcome of tax audits. The Company does not have any significant interest or penalty accruals. The provision for income taxes includes the impact of contingency provisions and changes to contingencies that are considered appropriate. The Company files U.S. federal, certain U.S. states, and certain foreign tax returns. Generally, U.S. federal, U.S. state, and foreign tax returns filed for years after 2009 are within the statute of limitations and are under examination or may be subject to examination.

(11) Goodwill

There was no change in goodwill during the nine months ended September 30, 2014. The following table outlines our goodwill by reporting unit (in thousands):

	December 31, 2013	September 30, 2014
Call-Driven	$ 63,305	$ 63,305
Archeo	2,374	2,374
Total	$ 65,679	$ 65,679

The Company reviews goodwill for impairment annually on November 30 and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. During the three months ended September 30, 2014, the Company performed impairment testing in accordance with ASC 350 in light of the macroeconomic and competitive environments, customer changes, lower projected revenue and profitability and a significant decrease in our market capitalization in September 2014. The Company also performed a review of its intangible assets under ASC 360. The estimated fair values of our reporting units were based on estimates of future

operating results, discounted cash flows and other market-based factors. As a result of this testing, the Company concluded that there was no impairment of goodwill and intangible assets during the three months ended September 30, 2014.

When evaluating goodwill for impairment, we may first perform a qualitative assessment to determine if the fair value of the reporting unit is more likely than not greater than its carrying amount. The testing of goodwill and other intangible assets for impairment requires the Company to make significant estimates about its future performance and cash flows, as well as other assumptions. Events and circumstances considered in determining whether the carrying value of goodwill may not be recoverable include, but are not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; and significant changes in competition and market dynamics. These estimates are inherently uncertain and can be affected by numerous factors, including changes in economic, industry or market conditions, changes in business operations, a loss of a significant customer, changes in competition or changes in the share price of the Company s common stock and market capitalization. Significant and sustained declines in the Company s stock price and market capitalization, a significant decline in its expected future cash flows or a significant adverse change in the Company s business climate, among other factors, could result in the need to perform an impairment analysis in future periods. The Company cannot accurately predict the amount and timing of any future impairment of goodwill or other intangible assets. Should the value of goodwill or other intangible assets become impaired, the Company would record an impairment charge, which could have an adverse effect on its financial condition and results of operations.

The current business environment is subject to evolving market conditions and requires significant management judgment to interpret the potential impact to our assumptions. At various points in time during the period October 1, 2014 to November 10, 2014, the Company s stock price approached the then book value. To the extent that changes in the current business environment impact the

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Company s ability to achieve levels of forecasted operating results and cash flows, if the Company s stock price were to trade below book value per share for an extended period of time and/or should other events occur indicating the remaining carrying value of our assets might be impaired, the Company would test its goodwill and intangible assets for impairment and may recognize an impairment loss to the extent that the carrying amount exceeds such asset s fair value. The Company will continue to monitor its financial performance, stock price and other factors in order to determine if there are any indicators of impairment prior to its annual impairment evaluation in the fourth quarter.

(12) Intangible and other assets, net

Intangible and other assets, net consisted of the following (in thousands):

	At December 31, 2013	At September 30, 2014
Internet domain names	$ 14,514	$ 14,602
Less accumulated amortization	(14,376)	(14,479)
Internet domain names, net	138	123
Other assets:		
Registration fees, net	12	
Other	334	205
Total intangibles and other assets, net	$ 484	$ 328

The Company capitalizes costs incurred to acquire domain names or URLs, which include the initial registration fees, as other intangible assets, which excludes intangible assets acquired through business combinations. The capitalized costs are amortized over the expected useful life of the domain names on a straight-line basis.

On September 10, 2013, the Company launched its Domains Marketplace, which provides domain names available for sale and initiated plans to facilitate the active buying and transacting of domain names. Domain name sales occurring after this launch have been recognized as revenue in the condensed consolidated financial statements. The net carrying value of Internet domain names as of September 30, 2014 related to both domain names held for use and available for sale.

The Company also capitalizes costs incurred to renew or extend the term of the domain names or URLs to prepaid expenses and other current assets or registration fees, net. The capitalized costs are amortized over the renewal or extended period on a straight-line basis. The total amount of costs incurred for the three and nine months ended September 30, 2014 to renew or extend the term for domain names was $558,000 and $1.6 million, respectively. The weighted average renewal period for registration fees as of September 30, 2014 was approximately one year.

Amortization expense for internet domain names was approximately $80,000 and $44,000 for the three months ended September 30, 2013 and 2014, respectively, and was $224,000 and $199,000 for the nine months ended September 30, 2013 and 2014, respectively. Based upon the current amount of domains subject to amortization, the estimated expense for the next five years is as follows: $36,000 for the remainder of 2014, $82,000 in 2015, $5,000 in 2016 and $0 thereafter.

(13) Common Stock

In April 2014, the Company completed a follow-on public offering in which the Company sold an aggregate of 3.4 million shares of the Company s Class B common stock, which includes the exercise of the underwriters option to purchase 514,100 additional shares, at a public offering price of $10.50 per share. In addition, another 3.2 million shares were sold by the selling stockholders, which includes the exercise of the underwriter s option to purchase 343,000 additional shares. The Company received aggregate net proceeds of $32.5 million, after deducting underwriting discounts and commissions and estimated offering expenses. The Company did not receive any of the proceeds from the sales of shares by the selling stockholders.

In July 2014, the Company s board of directors declared a regular quarterly dividend in the amount of $0.02 per share on the Company s Class A and Class B common stock. The Company paid these dividends on August 15, 2014 to the holders of record as of the close of business on August 5, 2014. The Company paid approximately $856,000 in quarterly dividends. For the nine months ended September 30, 2014, the Company paid approximately $2.5 million in dividends.

In November 2006, the Company s board of directors authorized a share repurchase program (the 2006 Repurchase Program) for the Company to repurchase up to 3 million shares of the Company s Class B common stock as well as the initiation of a quarterly cash dividend for the holders of the Class A and Class B common stock. The Company s board of directors has authorized increases to

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the 2006 Repurchase Program for the Company to repurchase up to 13 million shares in the aggregate (less shares previously repurchased under the 2006 Repurchase Program) of the Company s Class B common stock. During the nine months ended September 30, 2014, the Company did not repurchase any shares of Class B common stock as part of the 2006 Repurchase Program.

In November 2014, the Company s board of directors authorized a new share repurchase program (the 2014 Repurchase Program), which supersedes and replaces any prior repurchase programs. Under the 2014 Repurchase Program, the Company is authorized to repurchase up to 3 million shares of the Company s Class B common stock in the aggregate through open market and privately negotiated transactions, at such times and in such amounts as the Company deems appropriate. Repurchases may also be made under a Rule 10b5-1 plan, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions. The 2014 Repurchase Program does not have an expiration date and may be expanded, limited or terminated at any time without prior notice.

During the three and nine months ended September 30, 2014, the Company retired approximately 64,079 and 239,087 shares of treasury stock, respectively, which was approved by the Company s board of directors.

(14) Discontinued Operations

On July 19, 2013, we completed the sale of certain pay-per-click advertising services to an unrelated third party. Accordingly, we have presented the results of operations of these certain pay-per-click assets in the condensed consolidated financial statements through July 19, 2013 as discontinued operations, net of tax. The operating results for the discontinued operations were as follows:

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Revenue	$ 3,185	$	$ 262	$
Income (loss) before provision for income taxes	(123)	14	(74)	
Income tax expense (benefit)	(46)	5	(28)	
Income (loss) from discontinued operations, net of tax	(77)	9	(46)	
Gain on sale of discontinued operations	1,492	422	1,492	422
Income tax expense	563	144	563	144
Gain on sale of discontinued operations, net of tax	929	278	929	278
Discontinued operations, net of tax	$ 852	$ 287	$ 883	$ 278

The net cash proceeds from the sale were approximately $1.1 million in 2013. The net carrying value of liabilities assumed net of goodwill associated with the component sold was approximately $435,000 resulting in a net gain of $1.5 million from the sale. The sale includes contingent earn-out consideration payments that depend upon the achievement of certain thresholds and will be recognized as income when received. During the three months ended September 30, 2014, the Company received an earn-out consideration payment and recognized a gain on sale, net of

tax of $278,000.

(15) Subsequent Events

In October 2014, the Company s board of directors declared a regular quarterly dividend in the amount of $0.02 per share on the Company s Class A and Class B common stock. The Company will pay these dividends on November 18, 2014 to the holders of record as of the close of business on November 7, 2014. The Company expects to pay approximately $857,000 for these quarterly dividends.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We use words such as believes , intends , expects , anticipates , plans , may , will and similar expressions to identify forward-looking statements. All forward-looking statements, including, but not limited to, statements regarding our future operating results, financial position, prospects, acquisitions and business strategy, expectations regarding our growth and the growth of the industry in which we operate, and plans and objectives of management for future operations, are inherently uncertain as they are based on our expectations and assumptions concerning future events. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements we make. There are a number of important factors that could cause the actual results of Marchex to differ materially from those indicated by such forward-looking statements. Any or all of our forward-looking statements in this report may turn out to be inaccurate. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. They may be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties, including but not limited to the risks, uncertainties and assumptions described in this report, in Part II, Item 1A. under the caption Risk Factors and elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2013 and those described from time to time in our future reports filed with the SEC. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report may not occur as contemplated and actual results could differ materially from those anticipated or implied by the forward-looking statements. All forward-looking statements in this report are made as of the date hereof, based on information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement.

The following discussion and analysis provides information that we believe is relevant to an assessment and understanding of our results of operation and financial condition. You should read this analysis in conjunction with the attached condensed consolidated financial statements and related notes thereto, and with our audited consolidated financial statements and the notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2013.

Overview

We are a mobile and call advertising technology company. We provide products and services for businesses of all sizes that depend on consumer calls to drive sales. Our technology platform delivers performance-based, pay-for-call advertising across numerous mobile and online publishers to connect millions of high-intent consumers with businesses over the phone. Our call analytics technology facilitates call quality, analyzes calls in real time and measures the outcomes of calls to close the loop between digital marketing and offline transactions. We help large national brands and small-and medium-sized businesses (SMBs) facilitate efficient and cost-effective marketing campaigns to drive calls and customer leads to their business. With our Archeo division, we provide performance-based pay-per-click advertising services that connect advertisers with consumers across our owned web sites as well as third party web sites.

Our technology-based products and services enable our customers to connect with consumers across leading third-party mobile and online channels, as well as our proprietary network of locally-focused web sites. We have direct relationships with large national advertisers and advertising agencies, which utilize our products and services to plan, execute and measure their call-focused advertising campaigns. We also provide private-label performance marketing solutions for SMBs through a network of large reseller partners, which include Yellow Pages publishers, media and telecommunications companies and vertical marketing service providers. We enable these partners to sell pay-for-call advertising, call-analytics, search engine marketing and other digital marketing services to their millions

of small business customers. We execute these campaigns for them using our technology. Our primary products are as follows:

Marchex Call Marketplace. Through the Marchex Call Marketplace, we deliver a variety of call advertising products and services to national advertisers, advertising agencies and small advertiser reseller partners. The Marchex Call Marketplace is a mobile advertising solution focused on delivering customers on a pay-for-call basis. We offer exclusive and preferred ad placements across numerous mobile and online media sources to drive advertiser qualified calls to their businesses. It leverages our Marchex Call Analytics platform to secure call tracking numbers and to provide qualified calls to advertisers that block spam and other telemarketing calls while working to optimize the return on investment for advertisers marketing investment.

Marchex Call Analytics. Our Marchex Call Analytics technology platform provides data and insights that measure the performance of mobile, online and offline advertising for advertisers and small business resellers. Our analytics technology tracks calls and helps advertisers understand which marketing channels, advertisements, keywords and creative are driving calls to their business, allowing them to optimize their advertising expenditures across media channels. Call Analytics also includes call recording, call quality filtering and real-time call intelligence to provide rich insights into what is happening during a call and to measure the outcome of calls and return on investment. Advertisers pay us a fee for each call they receive from call-based ads we distribute through our sources of call distribution or for each phone number tracked based on a pre-negotiated rate.

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Local Leads. Our Local Leads platform is a white-labeled, full service advertising solution for small business resellers, such as Yellow Pages providers and vertical marketing service providers, to sell call advertising, search marketing and other lead generation products through their existing sales channels to their small business advertisers. These calls and leads are then fulfilled by us across our distribution network, including mobile sources, and leading search engines. The lead services we offer to small business advertisers through our Local Leads platform include products typically available only to national advertisers, including pay-for-call, search marketing and presence management ad creation and include advanced features such as call tracking, geo-targeting, campaign management, reporting, and analytics. The Local Leads platform is highly scalable and has the capacity to support hundreds of thousands of advertiser accounts. Reseller partners and publishers generally pay us account fees and agency fees for our products in the form of a percentage of the cost of every click or call delivered to their advertisers. Through our contract with Yellowpages.com LLC d/b/a AT&T Interactive which is a subsidiary of AT&T (collectively, AT&T), our arrangement with AT&T relates to a business unit that is included in YP Holdings, LLC (YP) that AT&T sold a majority stake in to a private equity third party in April 2012. Under our primary contract, we generate revenues from our local leads platform from YP. We also have a separate pay-for-call services arrangement with YP. YP is our largest reseller partner and was responsible for 23% and 22% of our total revenues for the three and nine months ended September 30, 2014.

In addition to our call-driven business, we operate our Domains Marketplace through our Archeo division, which enables the buying, selling and development of premium domain names, and includes more than 200,000 of our owned and operated web sites. Our portfolio of websites contains more than 75,000 U.S. ZIP code sites, including 90210.com and covering ZIP code areas nationwide. Our Domains Marketplace also consists of other locally-focused sites such as Yellow.com, OpenList.com and geo-targeted sites. We monetize this portfolio generally via pay-per-click and banner advertising and also make these domains available for sale to third parties.

We generate revenue from two business segments. Call-driven revenue consists of payments from advertisers for pay-for-call marketing services and for use of our Call Analytics technology. Call-driven revenue also consists of payments from our reseller partners for use of our technology platform and marketing services, which they offer to their small business customers, as well as payments from advertisers for cost-per-action services. Archeo revenue includes revenue generated from advertisements on our network of owned and operated websites and third-party distribution, as well as from the sale of domain names in our Domains Marketplace. During the nine months ended September 30, 2013 and 2014, call-driven revenue was more than 89% of our revenues for both periods. We operate primarily in domestic markets. For details on revenue by segment and geographical area for the three months ended September 30, 2013 and 2014, see *Note 6. Segment Reporting and Geographic Information* of the notes to our condensed consolidated financial statements.

We were incorporated in Delaware on January 17, 2003. Acquisition initiatives have played an important part in our corporate history to date.

We currently have offices in Seattle, Washington; Las Vegas, Nevada; and New York, New York.

Consolidated Statements of Operations

All inter-company transactions and balances within Marchex have been eliminated in consolidation. Our purchase accounting resulted in all assets and liabilities from our acquisitions being recorded at their estimated fair values on the respective acquisition dates. All goodwill, intangible assets and liabilities resulting from the acquisitions have been recorded in our financial statements. Certain reclassifications have been made to the condensed consolidated financial statements in the prior period to conform to the current period presentation.

In July 2013, we sold certain assets related to Archeo s pay per click advertising services. As a result, the operating results related to these certain pay-per-click assets are shown as discontinued operations in the condensed consolidated statements of operations for all periods presented (see *Note 14. Discontinued Operations*).

Presentation of Financial Reporting Periods

The comparative periods presented are for the three and nine months ended September 30, 2013 and 2014.

Revenue

We currently generate revenue through our call advertising services, pay-per-click advertising, local leads platform that include our call and click services, proprietary web site traffic, and domain name sales.

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Our primary sources of revenue are the performance-based advertising services, which include call advertising services, pay-per-click services, and cost-per-action services. These primary sources amounted to more than 77% of our revenues in all periods presented. Our secondary sources of revenue are our local leads platform, which enables partner resellers to sell call advertising and/or search marketing products, campaign management services, and, starting in September 2013, domain name sales through our Domains Marketplace. These secondary sources amounted to less than 23% of our revenues in all periods presented. We have no barter transactions.

On September 10, 2013, we launched our Domains Marketplace, which provides domain names available for sale and initiated plans to facilitate the active buying and transacting of domain names. Domain name sales occurring after this launch have been recognized as revenue in the condensed consolidated financial statements. Historically, the sale of domain names were not a core operation of the Company and were peripheral to the generation of advertising revenue from domain names held for use, and as such, domain name sales were reported as gains on sales and disposals of intangible assets, net in the condensed consolidated financial statements.

We recognize revenue upon the completion of our performance obligation, provided that: (1) evidence of an arrangement exists; (2) the arrangement fee is fixed and determinable; and (3) collection is reasonably assured.

In certain cases, we record revenue based on available and reported preliminary information from third-parties. Collection on the related receivables may vary from reported information based upon third party refinement of the estimated and reported amounts owing that occurs subsequent to period ends.

Performance-Based Advertising Services

In providing call advertising services and pay-per-click advertising, we generate revenue upon our delivery of qualified and reported phone calls or click-throughs to our advertisers or advertising service providers listings. These advertisers and advertising service providers pay us a designated transaction fee for each phone call or click-through, which occurs when a user makes a phone call or clicks on any of their advertisement listings after it has been placed by us or by our distribution partners. Each phone call or click-through on an advertisement listing represents a completed transaction. The advertisement listings are displayed within our distribution network, which includes mobile and online search engines and applications, directories, destination sites, shopping engines, third party Internet domains or web sites, our portfolio of owned web sites, other targeted Web-based content and offline sources. We also generate revenue from cost-per-action services, which occurs when a user makes a phone call from our advertiser s listing or is redirected from one of our web sites or a third party web site in our distribution network to an advertiser web site and completes the specified action.

We generate revenue from reseller partners and publishers utilizing our local leads platform to sell call advertising and/or search marketing products. We are paid account fees and also agency fees for our products in the form of a percentage of the cost of every call or click delivered to advertisers. The reseller partners or publishers engage the advertisers and are the primary obligor, and we, in certain instances, are only financially liable to the publishers in our capacity as a collection agency for the amount collected from the advertisers. We recognize revenue for these fees under the net revenue recognition method. In limited arrangements resellers pay us a fee for fulfilling an advertiser s campaign in our distribution network and we act as the primary obligor. We recognize revenue for these fees under the gross revenue recognition method.

Search Marketing Services and Domain Name Sales

Advertisers pay us additional fees for services such as campaign management. Advertisers generally pay us on a click-through basis, although in certain cases we receive a fixed fee for delivery of these services. In some cases we

also deliver banner campaigns for select advertisers. We may also charge initial set-up, account, service or inclusion fees as part of our services.

Banner advertising revenue may be based on a fixed fee per click and is generated and recognized on click-through activity. In other cases, banner payment terms are volume-based with revenue generated and recognized when impressions are delivered.

Non-refundable account set-up fees are paid by advertisers and are recognized ratably over the longer of the term of the contract or the average expected advertiser relationship period, which generally ranges from twelve months to more than two years. Other account and service fees are recognized in the month or period the account fee or services relate to.

We generate revenue from domain name sales through our Domains Marketplace. Our Domains Marketplace was launched in September 2013 and provides domain names available for sale and initiated plans to facilitate the buying and transacting of domain names. Domain name sales occurring after the launch date are recognized as revenue.

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Industry and Market Factors

We enter into agreements with various mobile, online and offline distribution partners to provide distribution for pay-for-call and pay-per-click advertisement listings, which contain call tracking numbers and/or URL strings of our advertisers. We generally pay distribution partners based on a percentage of revenue or a fixed amount for each phone call or per click-through on these listings. The level of phone calls and click-throughs contributed by our distribution partners has varied, and we expect it will continue to vary, from quarter to quarter and year to year, sometimes significantly. If we do not add new distribution partners, renew our current distribution partner agreements, replace traffic lost from terminated distribution agreements with other sources or if our distribution partners search businesses do not grow or are adversely affected, our revenue and results of operations may be materially and adversely affected. Our ability to grow will be impacted by our ability to increase our distribution, which impacts the number of mobile and Internet users who have access to our advertisers listings and the rate at which our advertisers are able to convert calls and clicks from these mobile and Internet users into completed transactions, such as a purchase or sign up. Our ability to grow also depends on our ability to continue to increase the number of advertisers who use our services and the amount these advertisers spend on our services. In addition, our ability to maintain and grow revenues will also depend on maintaining and growing the number of domain name sales and the average revenue per domain. If we are unable to attract prospective buyers to purchase domains and at the price we value the domains, our revenue and results of operations could be materially and adversely affected.

We have revenue concentrations with certain large advertisers and most of these customers are not subject to long term contracts with us and are generally able to reduce or cease advertising spending at any time and for any reason. A significant reduction in advertising spending by our largest customers, or the loss of one or more of these customers, if not replaced by new customers or an increase in business from existing customers, would adversely affect revenues and profitability. This could have a material adverse effect on our results of operations and financial condition.

We anticipate that these variables will fluctuate in the future, affecting our ability to grow and our financial results. In particular, it is difficult to project the number of phone calls or click-throughs we will deliver to our advertisers and how much advertisers will spend with us, and it is even more difficult to anticipate the average revenue per phone call or click-through. It is also difficult to anticipate the impact of worldwide economic conditions on advertising budgets.

In addition, we believe we will experience seasonality. Our quarterly results have fluctuated in the past and may fluctuate in the future due to seasonal fluctuations in levels of mobile and Internet usage and seasonal purchasing cycles of many advertisers. Our experience has shown that during the spring and summer months, mobile and Internet usage is lower than during other times of the year and during the latter part of the fourth quarter of the calendar year we generally experience lower call volume and reduced demand for calls from our call advertising customers. The extent to which usage and call volume may decrease during these off-peak periods is difficult to predict. Prolonged or severe decreases in usage and call volume during these periods may adversely affect our growth rate and results. In the first quarter of the calendar year, this trend generally reverses with increased mobile and Internet usage and often new budgets at the beginning of the year for many of our customers with fiscal years ending December 31. The seasonal purchasing cycles of some customers in certain industries may also be higher in the first half versus the latter half of the calendar year. Additionally, the current business environment has generally resulted in advertisers and reseller partners reducing advertising and marketing services budgets or changing such budgets throughout the year, which we expect will impact our quarterly results of operations in addition to the typical seasonality seen in our industry. Our quarterly results will also be impacted by the timing of domain name sales, which we began recognizing as revenue starting in September 2013 with the launch of our Domains Marketplace.

Service Costs

Our service costs represent the cost of providing our performance-based advertising services and our search marketing services. The service costs that we have incurred in the periods presented primarily include:

- user acquisition costs;
- amortization of intangible assets;
- license and content fees;
- credit card processing fees;
- network operations;
- serving our search results;
- telecommunication costs, including the use of phone numbers relating to our call products and services;
- maintaining our Web sites;
- domain name registration renewal fees;

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domain name costs;

network fees;

fees paid to outside service providers;

delivering customer service;

depreciation of our Web sites, network equipment and internally developed software;

colocation service charges of our Web site equipment;

bandwidth and software license fees;

payroll and related expenses of related personnel; and

stock-based compensation of related personnel.

User Acquisition Costs

For the periods presented the largest component of our service costs consist of user acquisition costs that relate primarily to payments made to distribution partners for access to their online, mobile, offline, or other user traffic. We enter into agreements of varying durations with distribution partners that integrate our services into their Web sites and indexes. The primary economic structure of the distribution partner agreements is a variable payment based on a specified percentage of revenue. These variable payments are often subject to minimum payment amounts per phone call or click-through. Other payment structures that to a lesser degree exist include:

fixed payments, based on a guaranteed minimum amount of usage delivered;

variable payments based on a specified metric, such as number of paid phone calls or click-throughs; and

a combination arrangement with both fixed and variable amounts that may be paid in advance.

We expense user acquisition costs based on whether the agreement provides for fixed or variable payments. Agreements with fixed payments with minimum guaranteed amounts of usage are expensed as the greater of the pro-rata amount over the term of arrangement or the actual usage delivered to date based on the contractual revenue share. Agreements with variable payments based on a percentage of revenue, number of paid phone calls, click-throughs, or other metrics are expensed as incurred based on the volume of the underlying activity or revenue

multiplied by the agreed-upon price or rate.

Sales and Marketing

Sales and marketing expenses consist primarily of:

- payroll and related expenses for personnel engaged in marketing and sales functions;
- advertising and promotional expenditures including online and outside marketing activities;
- cost of systems used to sell to and serve advertisers; and
- stock-based compensation of related personnel.

Product Development

Product development costs consist primarily of expenses incurred in the research and development, creation and enhancement of our Web sites and services.

Our research and development expenses include:

- payroll and related expenses for personnel;
- costs of computer hardware and software;
- costs incurred in developing features and functionality of the services we offer; and
- stock-based compensation of related personnel.

For the periods presented, substantially all of our product development expenses are research and development.

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Product development costs are expensed as incurred or capitalized into property and equipment in accordance with FASB ASC 350. This statement requires that costs incurred in the preliminary project and post-implementation stages of an internal use software project be expensed as incurred and that certain costs incurred in the application development stage of a project be capitalized.

General and Administrative

General and administrative expenses consist primarily of:

- payroll and related expenses for executive and administrative personnel;
- professional services, including accounting, legal and insurance;
- bad debt provisions;
- facilities costs;
- other general corporate expenses; and
- stock-based compensation of related personnel.

Stock-Based Compensation

We measure stock-based compensation cost at the grant date based on the fair value of the award and recognize it as expense, net of estimated forfeitures, over the vesting or service period, as applicable, of the stock award using the straight-line method. Stock-based compensation expense has been included in the same lines as compensation paid to the same employees in the consolidated statement of operations.

Amortization of Intangibles from Acquisitions

Amortization of intangible assets excluding goodwill relates to intangible assets identified in connection with our acquisitions.

The intangible assets have been identified as:

- non-competition agreements;
- trade and Internet domain names;

distributor relationships;

advertising relationships;

patents; and

acquired technology.

These assets are amortized over useful lives ranging from 12 to 84 months.

Provision for Income Taxes

We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax law is recognized in results of operations in the period that includes the enactment date. During the first quarter of 2014, we adopted ASU 2013-11 whereby we reclassed uncertain tax positions of $534,000 from other non-current liabilities against our deferred tax assets.

As of September 30, 2014, based upon both positive and negative evidence available, we have determined that it is not more likely than not that deferred tax assets of $45.4 million will be realized and accordingly, we have recorded 100% valuation allowance of $45.4 million against these deferred tax assets. During the three months ended September 30, 2014, the valuation allowance increased by $22.3 million resulting in a corresponding income tax expense of $22.3 million. In assessing the realizability of deferred tax assets, we considered whether it is more likely than not that some or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences are deductible. We considered the future reversal of deferred tax liabilities, carryback potential, projected taxable income and tax planning strategies as well as our history of taxable income or losses in the relevant jurisdiction in making this assessment. We

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incurred taxable losses in 2012 and 2013 of $3.5 million and $7.6 million, respectively. During the third quarter of 2014, a significant customer cancelled its agreement resulting in lower projected revenue and profitability and a taxable loss is expected for 2014. Based on the level of historical taxable losses and the uncertainty of projections for future taxable income over the periods for which the deferred tax assets are deductible, we concluded that it is not more likely than not that the gross deferred tax assets will be realized and the valuation allowance was increased to $45.4 million during the quarter.

As of September 30, 2014, based upon both positive and negative evidence available, we have determined it is not more likely than not that certain deferred tax assets primarily relating to NOL carryforwards in certain state, city, and foreign jurisdictions will be realizable and accordingly, have recorded a 100% valuation allowance of $6.0 million against these deferred tax assets. We do not have a history of taxable income in the relevant jurisdictions and the state and foreign NOL carryforwards will more likely than not expire unutilized. Should we determine in the future that we will be able to realize these deferred tax assets, or not be able to realize all or part of our remaining net deferred tax assets recorded as of September 30, 2014, an adjustment to the net deferred tax assets would impact net income or stockholders equity in the period such determination was made.

As of September 30, 2014, we have federal NOL carryforwards of $13.4 million, of which $4.4 million were acquired as part of the Jingle acquisition. In connection with the 2011 Jingle acquisition, we acquired federal NOL carryforwards. Where there is a change in ownership within the meaning of Section 382 of the Internal Revenue Code (Code), the acquired federal NOL carryforwards are subject to an annual limitation. We believe that such an ownership change had occurred at Jingle, and that the utilization of the carryforwards is limited such that the majority of the NOL carryforwards will never be utilized. Accordingly, we have not recorded those amounts we believe we will not be able to utilize and have not included those NOL carryforwards in our deferred tax assets. We recorded acquired NOL carryforwards that may be utilized of approximately $7.0 million of which $2.6 million was utilized in 2011. These acquired NOL carryforwards will begin to expire in 2026 and the remaining NOL carryforwards start expiring in 2032.

As of September 30, 2014, we had federal NOLs of $1.7 million which will begin to expire in 2019. The Tax Reform Act of 1986 limits the use of NOL and tax credit carryforwards in certain situations where changes occur in the stock ownership of a company. We believe that such a change has occurred, and that approximately $1.7 million of NOL carryforwards is limited such that substantially all of these federal NOL will never be available. Accordingly, we have not recorded a deferred tax asset for these NOLs.

From time to time, various state, federal, and other jurisdictional tax authorities undertake reviews of us and our filings. We believe any adjustments that may ultimately be required as a result of any of these reviews will not be material to the financial statements.

Results of Operations

The following table presents certain our operating results as a percentage of revenue for the periods indicated:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2013	2014	2013	2014
Revenue	100%	100%	100%	100%

Expenses:				
Service costs	60%	65%	62%	65%
Sales and marketing	8%	6%	7%	6%
Product development	18%	15%	17%	15%
General and administrative	13%	11%	11%	11%
Amortization of intangible assets from acquisitions	1%	0%	2%	0%
Acquisition and separation related costs	2%	0%	1%	0%
Total operating expenses	102%	97%	100%	97%
Gain on sales and disposals of intangible assets, net	3%		3%	
Income from operations	1%	3%	3%	3%
Other income (expense)	(0%)	(0%)	(0%)	(0%)
Income before provision for income taxes	1%	3%	3%	3%
Income tax expense	1%	16%	1%	47%
Net income (loss) from continuing operations	0%	(13%)	2%	(44%)

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Discontinued operations:				
Income (loss) from discontinued operations, net of tax	(0%)	0%	(0%)	
Gain on sale of discontinued operations, net of tax	1%	0%	2%	0%
Discontinued operations, net of tax	1%	0%	2%	0%
Net income (loss)	1%	(13%)	4%	(44%)
Dividends paid to participating securities		(0%)		(0%)
Net income (loss) applicable to common stockholders	1%	(13%)	4%	(44%)

Segment Operating Results

We have organized our operations into two segments: (1) the Call-driven segment which is comprised of our performance-based advertising business focused on driving phone calls; and (2) the Archeo segment which is comprised of our click-based advertising and Internet domain name businesses.

In July 2013, we sold certain assets related to Archeo s pay per click advertising services. As a result, the operating results related to these certain pay per click assets are shown as discontinued operations, net of tax in the condensed consolidated statements of operations for all periods presented and are excluded from segment reporting. See *Note 14. Discontinued Operations* in the notes to the condensed consolidated financial statements for further discussion.

In September 2013, we launched our Domains Marketplace, which provides domain names available for sale and initiated plans to facilitate the buying and transacting of domain names. Domain name sales occurring after this launch are recognized as revenue with corresponding costs under service costs. Prior to this, domain name transactions were recognized in gain/loss on sale and disposal of intangible assets, net in the condensed consolidated financial statements.

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Call-driven				
Revenue	$ 100,668	$ 137,728	$ 35,668	$ 46,379
Operating Expenses	96,096	129,140	33,975	43,099
Segment profit	$ 4,572	$ 8,588	$ 1,693	$ 3,280
Archeo				
Revenue	$ 12,202	$ 11,625	$ 4,892	$ 2,802
Operating Expenses	8,993	6,451	3,266	1,833
Gain on sale of intangible assets, net	3,739		1,047	
Segment profit	$ 6,948	$ 5,174	$ 2,673	$ 969
Reconciliation of segment profit from operations to income from continuing operations before provision				

for income taxes:				
Total segment profit	$ 11,520	$ 13,762	$ 4,366	$ 4,249
Less reconciling items:				
Stock based compensation	6,875	9,024	2,365	3,024
Amortization of intangible assets from acquisitions	2,500	434	709	
Acquisition and separation related costs	940	(68)	286	
Other expense (income)	48	43	19	19
Income from continuing operation before provision for income taxes	$ 1,157	$ 4,329	$ 987	$ 1,206

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	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Reconciliation of segment revenue to consolidated revenue				
Call-Driven	$ 100,668	$ 137,728	$ 35,668	$ 46,379
Archeo	12,202	11,625	4,892	2,802
Total	$ 112,870	$ 149,353	$ 40,560	$ 49,181

Comparison of the Three months ended September 30, 2013 to the Three months ended September 30, 2014 and the Nine months ended September 30, 2013 to the Nine months ended September 30, 2014.

Revenue

Revenue increased 21% from $40.6 million for the three months ended September 30, 2013 to $49.2 million in the same period in 2014. Revenue increased 32% from $112.9 million for the nine months ended September 30, 2013 to $149.4 million in the same period in 2014. The increases were due primarily to an increase in our call-driven revenues.

Our Call-driven revenues increased 30% from $35.7 million for the three months ended September 30, 2013 to $46.4 million in the same period in 2014. Our Call-driven revenues increased 37% from $100.7 million for the nine months ended September 30, 2013 to $137.7 million in the same period in 2014. This increase was primarily due to an increase in national advertiser budgets in our pay-for-call services within our Call Marketplace.

Our Archeo revenues decreased 42% from $4.9 million for the three months ended September 30, 2013 to $2.8 million in the same period in 2014. Archeo revenues for the three months ended September 30, 2014 included domain name sales of $1.6 million compared to total domain transactions of $1.9 million in 2013, which is comprised of $899,000 recognized in revenue after the launch of Domains Marketplace and $1.0 million recognized as gain/loss on sale of intangible assets, net, prior to the launch of Domains Marketplace. The decrease in revenues was primarily from our cost-per-actions revenue from resellers related to our local search and directory web sites, our pay-per-click listings revenue and presence management due to fewer advertisers utilizing our services and lower advertiser spend amounts on our pay-per-click listings, which was partially offset by the increase in domain name revenues. Archeo revenues decreased 5% from $12.2 million for the nine months ended September 2013 to $11.6 million in the same period in 2014. Archeo revenues for the nine months ended September 30, 2014 included domain name revenues of $5.7 million compared to total domain transactions of $4.6 million, which is comprised of $899,000 recognized in revenues and $3.7 million recognized as gain/loss on sale of intangible assets, net, prior to the launch of Domains Marketplace. The decrease in revenues was primarily from our cost-per-actions revenue from resellers related to our local search and directory web sites, our pay-per-click listings revenue and presence management due to fewer advertisers utilizing our services and lower advertiser spend amounts on our pay-per-click listings, which was partially offset by the increase in domain name revenues.

The following table presents our revenues, by revenue source, for the periods presented (in thousands):

	Nine months ended September 30,	Three months ended

			September 30,	
	2013	2014	2013	2014
Partner and Other Revenue Sources	$ 105,743	$ 140,304	$ 37,412	$ 46,914
Proprietary Web site Traffic Sources and Domain Names	7,127	9,049	3,148	2.267
Total Revenue	$ 112,870	$ 149,353	$ 40,560	$ 49,181

Our partner network revenues are primarily generated using third party distribution networks to deliver the pay-for-call and pay-for-click advertisers listings. The distribution network includes mobile and online search engine applications, directories, destination sites, shopping engines, third party Internet domains or web sites, other targeted Web-based content and offline sources. We generate revenue upon delivery of qualified and reported phone calls or click-throughs to our advertisers or to advertising services providers listings. We pay a revenue share to the distribution partners to access their mobile, online, offline or other user traffic. We also generate revenue from cost-per-action services, which occurs when a user makes a phone call from our advertiser s listing or is redirected from one of our web sites or a third party web site in our distribution network to an advertiser web site and completes the specified action. Other revenues include our call provisioning and call tracking services, presence management services, campaign management services and outsourced search marketing platforms. The partner and other revenues increased 25% from $37.4 million for the three months ended September 30, 2013 to $46.9 million in the same period in 2014. The partner and other revenues increased 33% from $105.7 million for the nine months ended September 30, 2013 to $140.3 in the same period in 2014. The increases in both periods were primarily due to an increase in our call-driven revenues offset partially by a decrease in our pay-per-click listings revenues and presence management due to fewer advertisers utilizing our services and lower advertiser spend amounts on the pay-per-click listings.

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Our proprietary web site traffic revenues are generated from our portfolio of owned web sites, which are monetized with pay-for-call or pay-per-click listings that are relevant to the web sites, as well as other forms of advertising, including banner advertising and sponsorships. When an online user navigates to one of our web sites and calls or clicks on a particular listing or completes the specified action, we receive a fee. We also generate revenue from domain name sales. Our proprietary web site traffic and domain name revenues decreased 28% from $3.1 million for the three months ended September 30, 2013 to $2.3 million for the same period in 2014. This decrease was primarily attributable to a $1.4 million decrease in cost-per-actions revenue due to lower budgets from resellers related to our local search and directory web sites. This decrease was partially offset by domain sales recognized in revenue of $1.6 million for the three months ended September 30, 2014 compared to $899,000 for the three months ended September 30, 2013. Total domain name sales transactions recorded in gain/loss on sale of intangible assets, net was $1.0 million. Our proprietary web site traffic and domain name revenues was $7.1 million for the nine months ended September 30, 2013 and $9.0 million for the same period in 2014. This increase was primarily due to domain name sales recognized in revenues of $5.7 million for the nine months ended September 30, 2014 compared to $899,000 of domain sales recognized in revenue for the nine months ended September 30, 2013. For the nine months ended September 30, 2013, there were additional domain name transactions which totaled $3.7 million and were recognized as gain/loss on sale of intangible assets. This increase was offset partially by a $2.4 million decrease in revenues for cost-per-actions due to lower budgets from resellers related to our local search and directory web sites. The increase was also offset to a lesser extent by a decrease in revenues generated from our pay-per-click listings on our web sites due to lower click-throughs.

Our arrangement with Allstate Insurance Company (Allstate) is for call advertising services, which accounted for 12% and 31% of total revenues for the three months ended September 30, 2013 and 2014, respectively and 11% and 33% of total revenues for the nine months ended September 30, 2013 and 2014, respectively. Our primary arrangement with Allstate in 2014 was for pay-for-call services within our Call Marketplace whereby we charge an agreed-upon price for qualified calls or leads from our network. In September 2014, Allstate ceased purchases of the pay-for-call services and reduced their planned pay-for-call advertising spend for the fourth quarter of 2014 to zero. We do not expect Allstate will purchase additional pay-for-call services in the foreseeable future, which is anticipated to have a material adverse effect on our future operating results, but do expect there may be a call analytics service relationship prospectively that is anticipated to provide a small, non-material financial contribution to our future operating results. Allstate accounted for $15.4 million and $48.8 million of total revenues for the three and nine months ended September 30, 2014. The related distribution partner payments (a component of service costs) were $13.7 million and $43.3 million and revenues less such distribution partner payments were $1.7 million and $5.5 million, for the three and nine months ended September 30, 2014, respectively.

Our arrangement with AT&T relates to a business unit that is included in YP Holdings, LLC that AT&T sold a majority stake in to a private equity third party in April 2012. Under our primary arrangement with YP, we generate revenues from our local leads platform to sell call advertising and /or search marketing packages through their existing sales channels, which are then fulfilled by us across our distribution network. We are paid account fees and agency fees for our products in the form of a percentage of the cost of every call or click delivered to their advertisers. In the second quarter of 2010, we signed an extension of our arrangement with YP through June 2015 that includes certain provisions for new advertiser accounts and contemplated the migration of several thousand existing advertiser accounts. In July 2013, we amended our arrangement with YP, which lowered certain agency fees beginning July 1, 2013 through June 2015. We also extended a separate pay-for-call relationship through June 2015 with YP within our Call Marketplace. We charge an agreed-upon price for qualified calls or leads from our network. Amounts we receive from YP for the pay-for-call services has grown due to more dollars being spent by the small business accounts on our platform on our pay-for-call services. To the extent our revenues from large national advertisers grow at a faster rate than from YP small business accounts, our revenues from YP as a percentage of our total revenue may decrease. We expect, given the reduction of spend from Allstate, YP will comprise a greater percentage of total revenues in the near

term periods. Additionally, YP s small business account base from their traditional business has declined, and to the extent declines occur in their business, their small business accounts may spend fewer dollars on our pay-for-call services. In addition, to the extent YP decreases the number of new advertiser accounts with us, it may result in fewer small business accounts and related revenues on our platform. There can be no assurance that our business with them in the future will continue at or near current revenue and contribution levels, that we will be able to renew and extend the contracts set to expire in June 2015, and if renewed, the contracts may be on less favorable terms to us, any of which could have a material adverse effect on our future operating results. YP accounted for 25% and 23% of total revenues for the three months ended September 30, 2013 and 2014, respectively, and 25% and 22% of total revenues for the nine months ended September 30, 2013 and 2014, respectively.

Our ability to maintain and grow our revenues will depend in part on maintaining and increasing the number of phone calls, click-throughs, and cost-per-actions performed by users of our service through our distribution partners and proprietary web site traffic sources and maintaining and increasing the number and volume of transactions and favorable variable payment terms with advertisers and advertising services providers. We believe this is dependent in part on delivering high quality traffic and marketing our web sites that ultimately results in purchases or conversions for our advertisers and advertising services providers. We may increase our direct monetization of our proprietary traffic sources, which may not be at the same rate levels as other advertising providers and could

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adversely affect our revenues and results of operations. Companies distributing advertising through the Internet and mobile sources have experienced, and will likely to continue experience consolidation. If we do not add new distribution partners, renew our current distribution partner agreements or replace traffic lost from terminated distribution agreements with other sources or if our distribution partners businesses do not grow or are adversely affected, our revenue and results of operations may be materially and adversely affected. If revenue grows and the volume of transactions and traffic increases, we will need to expand our network infrastructure. Inefficiencies in our network infrastructure to scale and adapt to higher traffic volumes could materially and adversely affect our revenue and results of operations. In addition, our ability to maintain and grow revenues will also depend on maintaining and growing the number of domain name sales and the average revenue per domain. If we are unable to attract prospective buyers to purchase domains and at the price we value the domains, our revenue and results of operations could be materially and adversely affected.

We anticipate that these variables will fluctuate in the future, affecting our growth rate and our financial results. In particular, it is difficult to project the number of phone calls and click-throughs we will deliver to our advertisers and how much advertisers will spend with us, and it is even more difficult to anticipate the average revenue per phone call or click-through. With the recognition of domain name sales in revenue, it will be difficult to predict the number of domains that may be sold or the average revenue per domain sale. Domains sold have been through negotiated transactions and it may be difficult to determine the value of a domain to a prospective buyer. It is also difficult to anticipate the impact of worldwide economic conditions on advertising budgets.

In addition, we believe we will experience seasonality with our business. Our quarterly results have fluctuated in the past and may fluctuate in the future due to seasonal fluctuations in levels of mobile and Internet usage and seasonal purchasing cycles of many advertisers. Our experience has shown that during the spring and summer months, mobile and Internet usage is generally lower than during other times of the year and during the latter part of the fourth quarter of the calendar year we generally experience lower call volume and reduced demand for calls from our mobile call advertising customers. The extent to which usage and call volume may decrease during these off-peak periods is difficult to predict. Prolonged or severe decreases in usage and call volume during these periods may adversely affect our growth rate and results. In the first quarter of the calendar year, this trend generally reverses with increased mobile and Internet usage and often new budgets at the beginning of the year for many of our customers with fiscal years ending December 31. The seasonal purchasing cycles of some customers in certain industries may also be higher in the first half versus the latter half of the calendar year. Additionally, the current business environment has resulted in many advertisers and reseller partners reducing advertising and marketing services budgets or changing such budgets throughout the year, which we expect will impact our quarterly results of operations in addition to the typical seasonality seen in our industry. Our quarterly results will also be impacted by the timing of domain name sales which we began recognizing as revenue starting in September 2013 with the launch our Domains Marketplace.

Expenses

Expenses were as follows (in thousands):

	Nine months ended September 30,				Three months ended September 30,			
	2013	% of revenue	2014	% of revenue	2013	% of revenue	2014	% of revenue
Service costs	$ 68,025	60%	$ 96,728	65%	$ 25,293	62%	$ 32,055	65%
Sales and marketing	8,350	8%	9,161	6%	2,801	7%	2,940	6%

Product development	20,586	18%	22,599	15%	6,833	17%	7,581	15%
General and administrative	15,003	13%	16,127	11%	4,679	11%	5,380	11%
Amortization of intangible assets from acquisitions	2,500	2%	434	0%	709	2%		
Acquisition and separation related costs	940	1%	(68)	0%	286	1%		
	$ 115,404	102%	$ 144,981	97%	$ 40,601	100%	$ 47,956	97%

Stock-based compensation expense was included in the following operating expense categories as follows (in thousands):

	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
Service costs	$ 818	$ 1,017	$ 455	$ 373
Sales and marketing	474	663	211	226
Product development	1,127	2,017	361	666

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	Nine months ended September 30,		Three months ended September 30,	
	2013	2014	2013	2014
General and administrative	4,456	5,327	1,338	1,759
Total stock-based compensation	$ 6,875	$ 9,024	$ 2,365	$ 3,024

See *Note 3. Stock-based Compensation Plans* of the condensed consolidated financial statements as well as our Critical Accounting Policies for additional information about stock-based compensation.

Service Costs. Service costs increased 27%, from $25.3 million in the three months ended September 30, 2013 to $32.1 million in the same period in 2014. The increase was primarily attributable to an increase in distribution partner payments and personnel costs of $7.1 million, offset partially by a decrease in primarily internet domain renewal fees, amortization, fees paid to outside service providers, and stock based compensation. Service costs represented 62% of revenue in the three months ended September 30, 2013 as compared to 65% in 2014. The 2014 increase as a percentage of revenue in service costs was primarily a result of an increase in distribution partner payments.

Service costs increased 42%, from $68.0 million in the nine months ended September 30, 2013 to $96.7 million in the same period in 2014. The increase was primarily attributable to an increase in distribution partner payments, personnel costs, internet domain renewal fees, payment processing fees and stock based compensation totaling $29.4 million, offset partially by decreases in communication and network costs and fees paid to outside service providers. Service costs represented 60% of revenue in the nine months ended September 30, 2013 as compared to 65% in 2014. The 2014 increase as a percentage of revenue in service costs was primarily a result of an increase in distribution partner payments.

We expect that user acquisition costs and revenue shares to distribution partners are likely to increase prospectively given the competitive landscape for distribution partners. To the extent that payments to pay-for-call, pay-per-click or cost-per-action distribution partners make up a larger percentage of future operations, or the addition or renewal of existing distribution partner agreements are on terms less favorable to us, we expect that service costs will increase as a percentage of revenue. To the extent of revenue declines in these areas, we expect revenue shares to distribution partners to decrease in absolute dollars. Our other sources of revenues such as our proprietary web site traffic sources, local leads platform, and domain name sales have no corresponding distribution partner payments and accordingly have a lower service cost as a percentage of revenue relative to our overall service cost percentage. In addition, advertisers from whom we generate a portion of our call advertising revenues through our local leads platform generally have lower service costs as a percentage of revenue relative to our overall service cost percentage. To the extent our proprietary traffic sources, local leads platform, and domain name sales make up a larger percentage of our future operations, we expect that service costs will decrease as a percentage of revenue. We expect with a decrease in the proportion of partner and other revenue sources as a result of changes in the spend levels from Allstate, service costs will decrease as a percentage of revenue in the near term. We also expect that in the longer term service costs will increase in absolute dollars in connection with any revenue increase as a result of costs associated with the expansion of our operations and network infrastructure as we scale and adapt to increases in the volume of transactions and traffic and invest in our platforms.

Sales and Marketing. Sales and marketing expenses increased 5%, from $2.8 million for the three months ended September 30, 2013 to $2.9 million in the same period in 2014. As a percentage of revenue, sales and marketing expenses were 7% and 6% for the three months ended September 30, 2013 and 2014, respectively. The increase in dollars was primarily attributable to an increase in personnel costs and fees paid to outside service providers totaling

$184,000, partially offset by a decrease in travel, online and outside marketing activities, and facility costs. Sales and marketing expenses increased 10% from $8.4 million for the nine months ended September 30, 2013 to $9.2 million in the same period in 2014. As a percentage of revenue, sales and marketing expenses were 8% and 6% for the nine months ended September 30, 2013 and 2014, respectively. The increase in dollars and percentage of revenue was primarily related to an increase in personnel costs and stock based compensation totaling $956,000, partially offset by a decrease in online and outside marketing activities.

We expect some volatility in sales and marketing expenses based on the timing of marketing initiatives but expect sales and marketing expenses in the near term to be relatively stable in absolute dollars. We expect that sales and marketing expenses will increase in connection with any revenue increase to the extent that we also increase our marketing activities and correspondingly could increase as a percentage of revenue.

Product Development. Product development expenses increased 11% from $6.8 million for the three months ended September 30, 2013 to $7.6 million in the same period in 2014. The net increase in dollars was primarily due to an increase in personnel cost and stock based compensation. As a percentage of revenue, product development expenses were 17% and 15% for the three months ended September 30, 2013 and 2014, respectively. The decrease as a percentage of revenue was due to revenues increasing at a faster rate than product development expenses.

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Product development expenses increased 10%, from $20.6 million for the nine months ended September 30, 2013 to $22.6 million in the same period in 2014. The net increase in dollars was primarily due to an increase in personnel costs and stock based compensation totaling $2.2 million. As a percentage of revenue, product development expenses were 18% and 15% for the nine months ended September 30, 2013 and 2014, respectively. The decrease as a percentage of revenue was due to revenues increasing at a faster rate than product development expenses.

In the near term, we expect product development expenditures to be relatively stable or modestly decrease in absolute dollars. In the longer term, we expect that product development expenses will increase in absolute dollars as we increase the number of personnel and consultants to enhance our service offerings and as a result of additional stock based compensation expense.

General and Administrative. General and administrative expenses increased 15% from $4.7 million in the three months ended September 30, 2013 to $5.4 million in the same period in 2014. The net increase was primarily due to an increase in personnel costs, stock based compensation and fees paid to outside service providers totaling $765,000, offset partially by a decrease in bad debt expenses. As a percentage of revenue, general and administrative expenses were the same at 11% for both the three months ended September 30, 2013 and 2014.

General and administrative expenses increased 8% from $15.0 million for the nine months ended September 30, 2013 to $16.1 million in the same period in 2014. The net increase in dollars was primarily due to an increase in personnel costs, stock based compensation, and general operating expenses totaling $1.7 million offset partially by a decrease in bad debt expense. As a percentage of revenue, general and administrative expenses were 13% and 11% for the nine months ended September 30, 2013 and 2014, respectively. The decrease in 2014 as a percentage of revenue was due to revenues increasing at a faster rate than general and administrative expenses.

We expect our general and administrative expenses to be relatively stable or modestly decrease in the near term. We expect that our general and administrative expenses will increase in the longer term to the extent that we expand our operations and incur additional costs in connection with being a public company, including expenses related to professional fees and insurance, and as a result of stock based compensation expense. We also expect fluctuations in our general and administrative expenses to the extent the recognition timing of stock compensation is impacted by market conditions relating to our stock price.

Segment Profit. Call-driven segment profit increased 94% from $1.7 million for the three months ended September 30, 2013 to $3.3 million in the same period in 2014. The increase in profit was due primarily to the incremental contribution from higher revenues in 2014 as a result of increases in national advertiser budgets. Call-driven segment profit increased 89% from $4.5 million for the nine months ended September 30, 2013 to $8.6 million in the same period in 2014. This increase was primarily due to an increase in national advertiser budgets in our pay-for-call services within our Call Marketplace.

Archeo segment profit was $2.7 million for the three months ended September 30, 2013 and $1.0 million in the same period in 2014. The decrease in profit was primarily due to a decrease in revenue from lower cost-per-actions revenues from resellers related to our local search and directory web sites, our pay-per-click listings revenue and presence management due to fewer advertisers utilizing our services and lower advertiser spend amounts on our pay-per-click listings. Archeo segment profit was $7.0 million for the nine months ended September 30, 2013 and $5.2 million in the same period in 2014. The decrease was primarily from lower cost-per-actions revenues from resellers related to our local search and directory web sites, our pay-per-click listings revenue and presence management due to fewer advertisers utilizing our services and lower advertising spend amounts on our pay-per-click listings, which was offset by domain name sales contribution. Domain name sales contribution of $5.7 million was higher for the nine months ended September 30, 2014 compared to $4.6 million in the same period in 2013, which

includes $3.7 million recorded as gain on sales and disposals of intangible asset prior to the Domains Marketplace launch.

Amortization of Intangible Assets from Acquisitions. Intangible amortization expense was $709,000 and $0 for the three months ended September 30, 2013 and 2014, respectively, and $2.5 million and $434,000 in the nine months ended September 30, 2013 and 2014, respectively. The decrease was primarily associated with certain intangible assets related to the April 2011 Jingle acquisition being fully amortized during the second quarter of 2014.

Our purchase accounting resulted in all assets and liabilities from our acquisitions being recorded at their estimated fair values on their respective acquisition dates. All goodwill, identifiable intangible assets and liabilities resulting from our acquisitions have been recorded in our condensed consolidated financial statements. We may acquire identifiable intangible assets as part of future acquisitions, and if so, we expect that our intangible amortization will increase in absolute dollars.

As of September 30, 2014, our goodwill balances were $63.3 million and $2.4 million in our Call-Driven and Archeo reporting units, respectively. In the third quarter of 2014, we performed impairment testing in accordance with ASC 350 and in light of the macroeconomic and competitive environments, customer changes, lower projected revenue and profitability and a significant decrease in market

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capitalization. At various points in time during the latter half of September 2014, the stock price approached the then book value per share. We also performed a review on certain of our intangible assets under ASC 360. As a result of this testing, we concluded that there was no impairment of goodwill and intangible assets in the third quarter of 2014. The estimated fair values of our reporting units as of September 30, 2014 were based on estimates of future operating results, discounted cash flows and other market-based factors. The percentage of excess fair value over carrying value of the Call-Driven reporting unit was approximately 40% as of September 30, 2014. However, at various points in time during the period from October 1, 2014 to November 10, 2014, the Company s stock price approached the then book value per share and, if it were to trade below the book value per share for an extended period of time, this could have a significant adverse impact on the fair value of our reporting units. To calculate the estimated fair value of the Call-Driven reporting unit we use the discounted cash flow method and market approach, which are weighted equally. We estimate discounted cash flows using estimates of future operating results and discount rates, which take into consideration factors such as estimated future revenues and operating costs, our tax rate and expectations of competitive and economic environments. We also use comparative market multiples and other market-based factors. The quoted market price of our Class B common stock is used to corroborate the results of the estimates of fair values of our reporting units. However, if we had used materially different assumptions regarding the future performance of our reporting units or a lower market multiple in the valuation, this could have resulted in an impairment of some or all of our goodwill. The fair value of the Archeo reporting unit was substantially in excess of the carrying value as of September 30, 2014.

Events and circumstances considered in determining whether the carrying value of amortizable intangible assets and goodwill may not be recoverable include, but are not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; and significant changes in competition and market dynamics. These estimates are inherently uncertain and can be affected by numerous factors, including changes in economic, industry or market conditions, changes in business operations, a loss of a significant customer, changes in competition or changes in the share price of our common stock and market capitalization. If our stock price were to trade below the book value per share for an extended period of time and/or we experience changes in our business, including changes in projected earnings and cash flows, we may have to recognize an impairment of all or some portion of goodwill.

The current business environment is subject to evolving market conditions and requires significant management judgment to interpret the potential impact to our assumptions. To the extent that changes in the current business environment impact our ability to achieve levels of forecasted operating results and cash flows, or should other events occur indicating the remaining carrying value of our assets might be impaired, we would test its goodwill and intangible assets for impairment and may recognize an additional impairment loss to the extent that the carrying amount exceeds such asset s fair value. We will continue to monitor our financial performance, stock price and other factors in order to determine if there are any indicators of impairment prior to our annual impairment evaluation in the fourth quarter.

Acquisition and separation related costs. Acquisition and separation related costs of $286,000 and $940,000 for the three and nine months ended September 30, 2013, respectively, were primarily for professional fees and other procedures associated with our proposed separation of our business into two distinct publicly traded companies. We are no longer pursuing a separation of our business and do not expect any significant additional costs.

Gain on sales and disposals of intangible assets, net. Gain on sales and disposals of intangible assets, net were $1.0 million and $3.7 million for the three and nine months ended September 30, 2013, respectively. In September 2013, we launched our Domains Marketplace, which provides domain names available for sale and facilitates the buying and transacting of domain names. After the launch date, domain name sales are recognized as revenue and any domain related costs in service costs. Total domain name sales transactions for the three months and nine months ended

September 30, 2013 totaled $1.9 million and $4.6 million, respectively, compared to $1.6 million and $5.7 million for the three and nine months ended September 30, 2014, respectively. The increase in domain name sales was primarily due to an increase in number of domains sold in 2014 compared to 2013.

Other Income (expense). Other income (expense) was ($19,000) and ($48,000) in the three and nine months ended September 30 2013, respectively, compared to other income (expense) of ($19,000) and ($43,000) for the same periods in 2014, respectively.

Income Taxes. Income tax expense was $389,000 and $797,000 for the three and nine months ended September 30, 2013, respectively, compared to $23.0 million and $24.3 million in the same periods in 2014.

As of September 30, 2014, based upon both positive and negative evidence available, we have determined that it is not more likely than not that deferred tax assets of $45.4 million will be realized and accordingly, we have recorded 100% valuation allowance of $45.4 million against these deferred tax assets. During the three months ended September 30, 2014, we increased the valuation allowance by $22.3 million resulting in a corresponding income tax expense of $22.3 million. In assessing the realizability of deferred tax assets, we considered whether it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences are deductible. We considered the future reversal of deferred tax liabilities, carryback potential, projected taxable income and tax planning strategies as well as our history of taxable income and losses in the relevant jurisdictions in making this assessment. We incurred taxable losses in 2012 and 2013 of $3.5 million and $7.6 million, respectively. During the third quarter of 2014, a significant customer cancelled its agreement resulting in lower projected revenue and profitability and a taxable loss is also expected for 2014. Based on the level of historical taxable losses and the uncertainty of projections for future taxable income over the periods for which the deferred tax assets are deductible, we concluded that it is not more likely than not that the gross deferred tax assets would be realized and the valuation allowance was increased to $45.4 million during the quarter.

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In the three and nine months ended September 30, 2014, the effective tax rate of 1906% and 561% differed from the expected effective tax rate of 34% due primarily from the increase in the valuation allowance and to a lesser extent state income taxes, non-deductible stock-based compensation related to incentive stock options recorded under the fair-value method, and other non-deductible amounts.

In the three and nine months ended September 30, 2013, the effective tax rate of 39% and 69% differed from the expected effective tax rate of 34% due to state income taxes, non-deductible stock-based compensation related to incentive stock options recorded under the fair-value method, and other non-deductible amounts. During the nine months ended September 30, 2013, we also recognized approximately $721,000 of federal research and experimental credits related to 2012 and 2013 due to the reinstatement of the federal research and development credit in January 2013 as part of the 2012 American Taxpayer Relief Act. This primarily resulted in an increase in our gross deferred tax assets, which was offset by an increase to our valuation allowance of $651,000 for the nine months ended September 30, 2013.

Discontinued Operations, net of tax. In July 2013, we sold certain assets related to Archeo s pay per click advertising services. As a result, the operating results related to these certain pay per click assets are shown as discontinued operations in the condensed consolidated statements of operations for the three and nine months ended September 30, 2013 and 2014. See *Note 14. Discontinued Operations* for further discussion.

The sale of these certain assets resulted in a gain, net of tax of $929,000, which is presented as part of discontinued operations in the condensed consolidated statement of operations for the three and nine months ended September 30, 2013. During the third quarter of 2014, the Company received an earn-out consideration and recognized a gain on sale, net of tax of $278,000.

Net Income (Loss). Net income was $1.5 million for the three months ended September 30, 2013 compared to a net loss of ($21.5) million in the same period in 2014. The decrease was primarily a result of the increase of our valuation allowance of $22.3 million. Net income was $1.2 million for the nine months ended September 30, 2013 compared to a net loss of ($19.8) million in the same period in 2014. The decrease was primarily a result of the increase of our valuation allowance of $22.3 million and to a lesser extent a decrease in gain on sale of discontinued operations, partially offset by an increase in incremental contributions from higher revenues in 2014.

Liquidity and Capital Resources

As of September 30, 2014, we had cash and cash equivalents of $80.7 million and we had current and long term contractual obligations of $12.6 million, of which $8.1 million is for rent under our facility leases.

Cash provided by operating activities for the nine months ended September 30, 2014 of approximately $18.1 million consisted primarily of a net loss of $19.7 million, adjusted for non-cash items of $37.5 million, including depreciation, amortization of intangible assets, allowance for doubtful accounts and advertiser credits, stock-based compensation, and deferred income taxes that includes a $22.3 million increase in the valuation allowance, $422,000 of gain on sale of discontinued operations, and approximately $709,000 provided by working capital and other activities. Cash provided by operating activities for the nine months ended September 30, 2013 of approximately $7.5 million consisted primarily of net income of $1.2 million, adjusted for non-cash items of $14.4 million, including depreciation, amortization of intangible assets, allowance for doubtful accounts and advertiser credits, stock-based compensation, deferred income taxes and excess tax benefits related to stock-based compensation, $1.5 million of gain on sale of discontinued operations, $3.7 million of gain on sales and disposals of intangible assets, net and approximately $2.9 million used by working capital and other activities.

With respect to a significant portion of our call-based and pay-per-click advertising services, the amount payable to our distribution partners will be calculated at the end of a calendar month, with a payment period following the delivery of the phone calls or click-throughs. These services constituted the majority of revenues for the three and nine months ended September 30, 2013 and 2014. We generally receive payment from advertisers in close proximity to the timing of the corresponding payments to the distribution partners who provide placement for the listings. In certain cases, payments to distribution partners are paid in advance or are fixed in advance based on a guaranteed minimum amount of usage delivered. We have no corresponding payments to distribution partners related to certain of our other revenue sources including our proprietary web site revenues.

Nearly all of the reseller partner arrangements are billed on a monthly basis following the month of our phone call or click-through delivery. This payment structure results in our advancement of monies to the distribution partners who have provided the corresponding placements of the listings. For these services, reseller partner payments are generally received two to four weeks following payment to the distribution partners. We expect that in the future periods, if the amounts from our reseller partner arrangements account for a greater percentage of our operating activity, working capital requirements will increase as a result.

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We have payment arrangements with reseller partners particularly related to our proprietary web site traffic sources or our small business marketing products, such as YP, SuperMedia Inc., hibu, Inc., The Cobalt Group, and Yellow Media, Inc., whereby we receive payment between 30 and 60 days following the delivery of services. For the nine months ended and as of September 30, 2014 amounts from these partners totaled 31% of revenue and $13.6 million in accounts receivable, respectively. Based on the timing of payments, we generally have this level of amounts in outstanding accounts receivable at any given time from these partners. In July 2013, we amended our arrangement with YP, which lowered certain agency fees beginning July 1, 2013 through June 2015. We also extended a separate pay-for-call relationship through June 2015 with YP within our Call Marketplace. There can be no assurance that our business with them in the future will continue at or near current revenue and contribution levels, that we will be able to renew and extend the contracts set to expire in June 2015, and if renewed, the contracts may be on less favorable terms to us, any of which could have a material adverse effect on our future operating results. Net accounts receivable balances outstanding at September 30, 2014 from YP totaled $10.6 million. For the nine months ended September 30, 2014, amounts from these partners along with Allstate totaled 63% of revenue and $22.1 million in net receivables. In September 2014, Allstate ceased purchases of the pay-for-call services and reduced their planned pay-for-call advertising spend for the fourth quarter of 2014 to zero. We do not expect Allstate will purchase additional pay-for-call services in the foreseeable future, which is anticipated to have a material adverse effect on our future operating results, but do expect there may be a call analytics service relationship prospectively that is anticipated to provide a small, non-material financial contribution to our future operating results.

We have revenue concentrations with certain large advertisers and most of these customers are not subject to long term contracts with us and are generally able to reduce or cease advertising spending at any time and for any reason. A significant reduction in advertising spending by our largest customers, or the loss of one or more of these customers, if not replaced by new customers or an increase in business from existing customers, would adversely affect revenues and profitability. This could have a material adverse effect on our results of operations and financial condition. There can be no assurances that these partners or other advertisers will not experience financial difficulty, curtail operations, reduce or eliminate spend budgets, delay payments or otherwise forfeit balances owed.

In September 2013, we launched our Domains Marketplace, which provides domain names available for sale and facilitates the buying and transacting of domain names. Domain name sales occurring after the launch are recognized as revenue and included in operating activities. Prior to the launch, domain name sales were included in investing activities. Approximately $5.7 million of domain name sales were recognized as revenue during the nine months ended September 30, 2014.

Cash used in investing activities for the nine months ended September 30, 2014 of approximately $2.2 million was primarily attributable to purchases for property and equipment of $2.3 million and purchases of intangible and noncurrent assets of domain names of $185,000, which was partially offset by proceeds from sale of discontinued operations of $304,000 related to an earn-out consideration payment from the July 2013 sale of certain pay-per-click advertising services. Cash provided by investing activities for the nine months ended September 30, 2013 of approximately $2.2 million was primarily attributable to purchases for property and equipment of $2.5 million which were partially offset by proceeds from the sales of intangible assets of approximately $3.7 million and proceeds from sale of discontinued operations of $1.1 million from the July 2013 sales of certain pay-per-click advertising services.

Cash provided by financing activities for the nine months ended September 30, 2014 of approximately $33.8 was attributable primarily attributable to proceeds from a follow-on offering, net of offering costs paid, of $32.5 million and employee stock option exercises of $4.2 million, which was partially offset by payment of common stock dividends and minimum tax withholding payments related to certain executive restricted stock award vests totaling approximately $2.9 million. In April 2014, we completed a follow-on public offering in which we sold an aggregate of 3.4 million shares of our Class B common stock, which includes the exercise of the underwriters option to purchase

514,100 additional shares, at a public offering price of $10.50 per share. In addition, another 3.2 million shares were sold by the selling stockholders, which include the exercise of the underwriter s option to purchase 343,000 additional shares. We received aggregate net proceeds of $32.5 million, after deducting underwriting discounts and commissions and offering expenses paid. We did not receive any of the proceeds from the sales of shares by the selling stockholders. Cash used in financing activities for the nine months ended September 30, 2013 of approximately $463,000 was primarily attributable to the repurchase of approximately 31,000 shares of Class B common stock for treasury stock totaling approximately $119,000 and tax withholding payments of approximately $1.6 million related to certain executive vested restricted stock awards ,which was partially offset by proceeds from exercises of stock options and excess tax benefits on stock based compensation totaling $1.2 million.

The following table summarizes our contractual obligations as of September 30, 2014, and the effect these obligations are expected to have on our liquidity and cash flows in future periods (in thousands).

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	Total	Less than 1 year	1-3 years	4-5 years	thereafter
Contractual Obligations:					
Operating leases	$ 8,120	$ 587	$ 4,584	$ 2,949	$
Other contractual obligations	4,452	$ 958	3,494		
Total contractual obligations (1),(2)	$ 12,572	$ 1,545	$ 8,078	$ 2,949	$

(1) In February 2005, we entered into a license agreement with an advertising partner, which provides for a contingent royalty based on a discounted rate of 3% (3.75% under certain circumstances) of certain of our gross revenues payable on a quarterly basis through December 2016. The royalty payment is recognized as incurred in service costs and is not included in the above schedule.

(2) Our tax contingencies of $534,000 are not included due to their uncertainty.

We anticipate that we will need to invest working capital towards the development and expansion of our overall operations. We may also make a significant number of acquisitions, which could result in the reduction of our cash balances or the incurrence of debt. Furthermore, we expect that capital expenditures may increase in future periods, particularly if our operating activity increases.

On April 1, 2008, we entered into a three year credit agreement, which provides us with a $30 million senior secured revolving credit line and which may be used for various corporate purposes including financing permitted acquisitions, subject to compliance with applicable covenants. During the first quarter of 2011, we signed an amendment to the credit agreement, which extends the maturity period through to April 1, 2014. During the first quarter of 2014, the Company signed an amendment to the Credit Agreement, which extends the maturity period to April 1, 2017. During the nine months ended September 30, 2013 and 2014, the Company had no borrowings under the Credit Agreement.

In November 2006, our Board of Directors authorized a share repurchase program (the 2006 Repurchase Program to repurchase up to 3 million shares of our Class B common stock as well as the initiation of a quarterly cash dividend for the holders of the Class A common stock and Class B common stock. The Board of Directors have authorized increases in the 2006 Repurchase Program to provide for the repurchase of up to 13 million shares in the aggregate (less shares previously repurchased under the 2006 Repurchase Program) of our Class B common stock. During the nine months ended September 30, 2014, no shares of Class B common stock were repurchased under the 2006 Repurchase Program.

In November 2014, the Company s board of directors authorized a new share repurchase program (the 2014 Repurchase Program), which supersedes and replaces any prior repurchase programs. Under the 2014 Repurchase Program, the Company is authorized to repurchase up to 3 million shares of the Company s Class B common stock in the aggregate through open market and privately negotiated transactions, at such times and in such amounts as the Company deems appropriate. Repurchases may also be made under a Rule 10b5-1 plan, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions. The 2014 Repurchase Program does not have an expiration date and may be expanded, limited or terminated at any time without prior notice.

For 2014, quarterly dividends of $771,000, $846,000, and $854,000 were paid on February 18, May 15, and August 15 to Class A and Class B common stockholders of record as of the close of business on February 7, May 5, and August 5, respectively. Under Delaware law, dividends to stockholders may be made only from the surplus of a

company, or, in certain situations, from the net profits for the current fiscal year before the dividend is declared by the board of directors. In October 2014, our board of directors declared a regular quarterly dividend in the amount of $0.02 per share on our Class A and Class B common stock. We will pay approximately $857,000 in quarterly dividends on November 18, 2014 to the holders of record as of the close of business on November 7, 2014. Although we expect that the annual cash dividend, subject to capital availability, will be $0.08 per common share or approximately $3.4 million for the foreseeable future, there can be no assurance that we will continue to pay dividends at such a rate or at all.

Based on our operating plans we believe that our existing credit availability, resources and cash flow provided by ongoing operations, will be sufficient to fund our operations for at least twelve months. Additional equity and debt financing may be needed to support our acquisition strategy, our long-term obligations, and our Company s needs. If additional financing is necessary, it may not be available; and if it is available, it may not be possible for us to obtain financing on satisfactory terms. Failure to generate sufficient revenue or raise additional capital could have a material adverse effect on our ability to continue as a going concern and to achieve our intended business objectives.

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Critical Accounting Policies

The policies below are critical to our business operations and the understanding of our results of operations. In the ordinary course of business, we make a number of estimates and assumptions relating to the reporting of our results.

Our condensed consolidated financial statements have been prepared using accounting principles generally accepted in the United States. The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and the related disclosures of contingent assets and liabilities. We base our estimates on historical experience and on various assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our critical accounting policies relate to the following matters and are described below:

Revenue;

Goodwill and intangible assets;

Stock-based compensation;

Allowance for doubtful accounts, advertiser and incentive program credits; and

Provision for income taxes.

Revenue

We currently generate revenue through our operating businesses by delivering call and click-based advertising products that enable advertisers of all sizes to reach local consumers across online, mobile and offline sources. The primary revenue driver has been performance-based advertising, which includes call advertising service, pay-per-click advertising, and cost-per-action services. For pay-for-call, and pay-per-click advertising, revenue is recognized upon our delivery of qualified and reported phone calls or click-throughs to our advertisers or advertising service providers listing, which occurs when an online, mobile, or offline user makes a phone call or clicks based on any of their advertisements after it has been placed by us or by our distribution partners. Each phone call or click-through on an advertisement listing represents a completed transaction. For cost-per-action services, revenue is recognized when a user makes a phone call from our advertiser s listing or is redirected from one of our web sites or a third party web site in our distribution network to an advertiser web site and completes the specified action. In certain cases, we record revenue based on available and reported preliminary information from third parties. Collection on the related receivables may vary from reported information based upon third party refinement of the estimated and reported amounts owing that occurs subsequent to period ends.

We have entered into agreements with various distribution partners in order to expand our distribution network, which includes search engines, directories, product shopping engines, third party vertical and branded Web sites, mobile and

offline sources, and our portfolio of owned Web sites, on which we include our advertisers listings. We generally pay distribution partners based on a specified percentage of revenue or a fixed amount per phone call or click-through on these listings. We act as the primary obligor in these transactions, and we are responsible for providing customer and administrative services to the advertiser. In accordance with FASB ASC 605, the revenue derived from advertisers who receive paid introductions through us as supplied by distribution partners is reported gross based upon the amounts received from the advertiser. We also recognize revenue for certain agency contracts with advertisers under the net revenue recognition method. Under these specific agreements, we purchase listings on behalf of advertisers from search engines and directories. We are paid account fees and also agency fees based on the total amount of the purchase made on behalf of these advertisers. Under these agreements, our advertisers are primarily responsible for choosing the publisher and determining pricing, and we in certain instances, are only financially liable to the publisher for the amount collected from our advertisers. This creates a sequential liability for media purchases made on behalf of advertisers. In certain instances, the web publishers engage the advertisers directly and we are paid an agency fee based on the total amount of the purchase made by the advertiser. In limited arrangements, resellers pay us a fee for fulfilling an advertiser s campaign in our distribution network and we act as the primary obligor. We recognize revenue for these fees under the gross revenue recognition method.

On September 10, 2013, we launched our Domains Marketplace, which provides domain names available for sale and initiated plans to facilitate the active buying and transacting of domain names. Domain name sales occurring after this launch have been recognized as revenue in the condensed consolidated financial statements. Historically, the sale of domain names was not a core operation and was peripheral to the generation of advertising revenue from domain names held for use and as such, domain name sales were reported as gains on sales and disposals of intangible assets, net in the condensed consolidated financial statements.

We apply FASB ASC 605 to account for revenue arrangements with multiple deliverables. FASB ASC 605 addresses certain aspects of accounting by a vendor for arrangements under which the vendor will perform multiple revenue-generating activities. When

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an arrangement involves multiple deliverables, the entire fee from the arrangement is allocated to each respective deliverable based on its relative selling price and recognized when revenue recognition criteria for each deliverable are met. Selling price for each deliverable is established based on the sales price charged when the same deliverable is sold separately, the price at which a third party sells the same or similar and largely interchangeable deliverable on a standalone basis or the estimated selling price if the deliverable were to be sold separately.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of identifiable assets acquired and liabilities assumed in business combinations accounted for under the purchase method.

We apply the provisions of FASB ASC 350 *Goodwill and Intangible Assets* acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually in accordance with the provisions of FASB ASC 350. FASB ASC 350 also requires that intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with FASB ASC 360.

Goodwill is tested annually for impairment and is tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. The provisions of the accounting standard for goodwill and other intangible assets allow us to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Events and circumstances considered in determining whether the carrying value of goodwill may not be recoverable include, but are not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; and significant changes in competition and market dynamics. These estimates are inherently uncertain and can be affected by numerous factors, including changes in economic, industry or market conditions, changes in business operations, a loss of a significant customer, changes in competition or changes in the share price of the our common stock and market capitalization. If our stock price were to trade below book value per share for an extended period of time and/or we experience adverse effects of a continued downward trend in the overall economic environment, changes in the business itself, including changes in projected earnings and cash flows, we may have to recognize an impairment of all or some portion of our goodwill. An impairment loss is recognized to the extent that the carrying amount exceeds the asset s fair value. If the fair value is lower than the carrying value, a material impairment charge may be reported in our financial results. We exercise judgment in the assessment of the related useful lives of intangible assets, the fair values, and the recoverability. In certain instances, the fair value is determined in part based on cash flow forecasts and discount rate estimates. We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group 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, amortization expense is increased or decreased. Recoverability of assets held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If such asset group is considered to be impaired, the impairment is to be recognized by the amount by which the carrying amount of the assets exceeds fair value. Assets to be disposed of are separately presented on the balance sheet and reported at the lower of their carrying amount or fair value less costs to sell, and are no longer depreciated. We cannot accurately predict the amount and timing of any impairment of goodwill or other intangible assets. Should the value of goodwill or other intangible assets become impaired, we would record the appropriate charge, which could have an adverse effect on our financial condition and results of operations.

In the third quarter of 2014, we performed impairment testing in accordance with ASC 350 and in light of the current macroeconomic environment, customer changes, lower projected revenue and profitability and a significant decrease in market capitalization. At various points in time during the latter half of September 2014, our stock price approached

the then book value per share. We also performed a review on certain of our intangible assets under ASC 360. As a result of this testing, we concluded that there was no impairment of goodwill and intangible assets in the third quarter of 2014. The estimated fair values of our reporting units as of September 30, 2014 were based on estimates of future operating results, discounted cash flows and other market-based factors. The percentage of excess fair value over carrying value of the Call-Driven reporting unit was approximately 40% as of September 30, 2014. However, at various points in time during the period from October 1, 2014 to November 10, 2014, the Company s stock price approached the then book value per share and, if it were to trade below the book value per share for an extended period of time, this could have a significant adverse impact on the fair value of our reporting units. To calculate the estimated fair value of the Call-Driven reporting unit we use the discounted cash flow method and market approach, which are weighted equally. We estimate discounted cash flows using estimates of future operating results and discount rates, which take into consideration factors such as estimated future revenues and operating costs, our tax rate and expectations of competitive and economic environments. We also use comparative market multiples and other market-based factors. The quoted market price of our Class B common stock is used to corroborate the results of the estimates of fair values of our reporting units. However, if we had used materially different assumptions regarding the future performance of our reporting units or a lower market multiple in the valuation, this could have resulted in an impairment of some or all of our goodwill. The fair value of the Archeo reporting unit was substantially in excess of the carrying value as of September 30, 2014.

The current business environment is subject to evolving market conditions and requires significant management judgment to interpret the potential impact to our assumptions. To the extent that changes in the current business environment impact our ability to achieve levels of forecasted operating results and cash flows, if our stock price were to trade below book value per share for an extended period of time and/or should other events occur indicating the remaining carrying value of our assets might be impaired, we would test its goodwill and intangible assets for impairment and may recognize an additional impairment loss to the extent that the carrying amount exceeds such asset s fair value. We will continue to monitor our financial performance, stock price and other factors in order to determine if there are any indicators of impairment prior to our annual impairment evaluation in the fourth quarter.

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Any future impairment charges or changes to the estimated amortization periods could have a material adverse effect on our financial results.

Stock-Based Compensation

FASB ASC 718 requires the measurement and recognition of compensation for all stock-based awards made to employees, non-employees and directors including stock options, restricted stock issuances, and restricted stock units based on estimated fair values. Under the fair value recognition provisions, we recognize stock-based compensation net of an estimated forfeiture rate, and therefore only recognize compensation cost for those shares expected to vest over the requisite service period.

We generally use the Black-Scholes option pricing model as our method of valuation for stock-based awards with time-based vesting. Our determination of the fair value of stock-based awards on the date of grant using an option pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to the expected life of the award, our expected stock price, volatility over the term of the award and actual and projected exercise behaviors. For stock-based awards with time-based vesting, we are required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. We estimate the forfeiture rate based on historical experience of our stock-based awards that are granted, exercised and cancelled. If our actual forfeiture rate is materially different from our estimate, the stock-based compensation expense could be significantly different from what we have recorded in the current period. Equity awards of stock options, restricted stock awards, and restricted stock units that have vesting based on a combination of certain service and market conditions, we factor an estimated probability of achieving certain service and market conditions and recognize compensation cost over the requisite service period of the award. We used a binomial lattice model to determine the fair value for each tranche and a Monte Carlo simulation to determine the derived service period for each tranche.

Although the fair value of stock-based awards is determined in accordance with FASB ASC 718, the assumptions used in calculating fair value of stock-based awards, the use of the Black-Scholes option pricing model, and the use of the binomial lattice model and a Monte Carlo simulation are highly subjective, and other reasonable assumptions could provide differing results. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future. See *Note 3. Stock-based Compensation Plans* in the condensed consolidated financial statements for additional information.

FASB ASC 718 requires the benefits of tax deductions in excess of the stock-based compensation cost to be classified as financing cash inflows. In addition, a tax benefit and a credit to additional paid-in capital for the excess deductions are not recognized until that deduction reduces taxes payable. For the nine months ended September 30, 2014, we incurred an excess tax benefit, which was not recorded because we are in a cumulative loss carryforward position for income taxes.

Allowance for Doubtful Accounts and Advertiser Credits

Accounts receivable balances are presented net of allowance for doubtful accounts and advertiser credits. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in our accounts receivable. We determine our allowance based on analysis of historical bad debts, advertiser concentrations, advertiser creditworthiness and current economic trends. We review the allowance for collectability on a quarterly basis. Account balances are written off against the allowance after all reasonable means of collection have been exhausted and the potential recovery is considered remote. If the financial condition of our advertisers were to deteriorate, resulting in an impairment of their ability to make payments, or if we underestimated the allowances required,

additional allowances may be required which would result in increased general and administrative expenses in the period such determination was made.

We determine our allowance for advertiser credits and adjustments based upon our analysis of historical credits. Material differences may result in the amount and timing of our revenue for any period if our management made different judgments and estimates.

Provision for Income Taxes

We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax law is recognized in results of operations in the period that includes the enactment date. During the first quarter of 2014, we adopted ASU 2013-11 whereby we reclassed uncertain tax positions of $534,000 from other non-current liabilities against our deferred tax assets.

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As of September 30, 2014, based upon both positive and negative evidence available, we have determined that it is not more likely than not that deferred tax assets of $45.4 million will be realized and accordingly, we have recorded 100% valuation allowance of $45.4 million against these deferred tax assets. During the three months ended September 30, 2014, the valuation allowance increased by $22.3 million resulting in a corresponding income tax expense of $22.3 million. In assessing the realizability of deferred tax assets, we considered whether it is more likely than not that some or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences are deductible. We considered the future reversal of deferred tax liabilities, carryback potential, projected taxable income and tax planning strategies as well as our history of taxable income or losses in the relevant jurisdiction in making this assessment. We incurred taxable losses in 2012 and 2013 of $3.5 million and $7.6 million, respectively. During the third quarter of 2014, a significant customer cancelled its agreement resulting in lower projected revenue and profitability and a taxable loss is expected for 2014. Based on the level of historical taxable losses and the uncertainty of projections for future taxable income over the periods for which the deferred tax assets are deductible, we concluded that it is not more likely than not that the gross deferred tax assets will be realized and the valuation allowance was increased to $45.4 million during the quarter.

As of September 30, 2014, based upon both positive and negative evidence available, we have determined it is not more likely than not that certain deferred tax assets primarily relating to NOL carryforwards in certain state, city, and foreign jurisdictions will be realizable and accordingly, have recorded a 100% valuation allowance of $6.0 million against these deferred tax assets. We do not have a history of taxable income in the relevant jurisdictions and the state and foreign NOL carryforwards will more likely than not expire unutilized. Should we determine in the future that we will be able to realize these deferred tax assets, or not be able to realize all or part of our remaining net deferred tax assets recorded as of September 30, 2014, an adjustment to the net deferred tax assets would impact net income or stockholders equity in the period such determination was made.

As of September 30, 2014, we have federal NOL carryforwards of $13.4 million, of which $4.4 million were acquired as part of the Jingle acquisition. In connection with the 2011 Jingle acquisition, we acquired federal NOL carryforwards. Where there is a change in ownership within the meaning of Section 382 of the Internal Revenue Code (Code), the acquired federal NOL carryforwards are subject to an annual limitation. We believe that such an ownership change had occurred at Jingle, and that the utilization of the carryforwards is limited such that the majority of the NOL carryforwards will never be utilized. Accordingly, we have not recorded those amounts we believe we will not be able to utilize and have not included those NOL carryforwards in our deferred tax assets. We recorded acquired NOL carryforwards that may be utilized of approximately $7.0 million of which $2.6 million was utilized in 2011. These acquired NOL carryforwards will begin to expire in 2026 and the remaining NOL carryforwards start expiring in 2032.

As of September 30, 2014, we had federal NOLs of $1.7 million, which will begin to expire in 2019. The Tax Reform Act of 1986 limits the use of NOL and tax credit carryforwards in certain situations where changes occur in the stock ownership of a company. We believe that such a change has occurred, and that approximately $1.7 million of NOL carryforwards is limited such that substantially all of these federal NOL carryforwards will never be available. Accordingly, we have not recorded a deferred tax asset for these NOLs.

From time to time, various state, federal, and other jurisdictional tax authorities undertake reviews of us and our filings. We believe any adjustments that may ultimately be required as a result of any of these reviews will not be material to the financial statements.

Recent Accounting Pronouncement Not Yet Effective

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606) (ASU 2014-09)*, which amends the existing accounting standards for revenue recognition. ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled when products or services are transferred to customers. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. ASU 2014-09 may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. We are currently in the process of evaluating the impact of adoption of ASU 2014-09 on its consolidated financial statements.

Where You Can Find More Information

Our filings with the Securities and Exchange Commission, or SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are available on our website at www.marchex.com, free of charge, as soon as reasonably practicable after the electronic filing of these reports with the SEC. The information contained on our website is not a part of this Quarterly Report on Form 10-Q.

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Investors and others should note that we announce material financial information to our investors using our investor relations website, press releases, SEC filings, and public conference calls and webcasts. We also use the following social media channels as a means of disclosing information about us, our services, and other matters, and for complying with our disclosure obligations under Regulation FD:

Marchex Twitter Account (https://twitter.com/marchex)

Marchex Company Blog (http://blog.marchex.com/)

The information we post through these social media channels may be deemed material. Accordingly, investors should monitor the above account and the blog, in addition to following our investor relations website, press releases, SEC filings, and public conference calls and webcasts. This list may be updated from time to time. The information we post through these channels is not a part of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our exposure to market risk is limited to interest income sensitivity, which is affected by changes in the general level of U.S. interest rates, particularly because the majority of our investments are in short-term, money market funds. Due to the nature of our short-term investments, we believe that we are not subject to any material market risk exposure. We do not have any material foreign currency or other derivative financial instruments.

Our existing credit facility bears interest at a rate which will be, at our option, either: (i) the applicable margin rate (depending on our leverage) plus the one-month LIBOR rate reset daily, or (ii) the applicable margin rate plus the 1, 2, 3, or 6-month LIBOR rate. This facility is exposed to market rate fluctuations and may impact the interest paid on any borrowings under the credit facility. Currently, we have no borrowings under this facility; however, an increase in interest rates would impact interest expense on future borrowings.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and our chief financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). Based on this evaluation, our chief executive officer and our chief financial officer have concluded that, as of the date of the evaluation, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

During the quarter ended September 30, 2014, no change was made to our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, cannot provide absolute assurance of achieving the desired control objectives.

In addition, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Part II Other Information

Item 1. Legal Proceedings

We are not a party to any material legal proceedings. From time to time, however, we may be subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of intellectual property rights, and a variety of claims arising in connection with our services.

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Item 1A. Risk Factors

Set forth below and elsewhere in this report and in other documents we file with the SEC are risks and uncertainties that could cause our actual results to materially differ from the results contemplated by the forward-looking statements contained in this report and in other documents we file with the SEC. Some of the risk factors were previously disclosed in our December 31, 2013 Annual Report on Form 10-K. They have been updated to include information as of November 10, 2014.

Risks Relating to Our Company

We have largely incurred net losses since our inception, and we may incur net losses in the foreseeable future.

We had an accumulated deficit of $190.8 million as of September 30, 2014. Our net expenses may increase based on the initiatives we undertake which for instance, may include increasing our sales and marketing activities, hiring additional personnel, incurring additional costs as a result of being a public company, acquiring additional businesses and making additional equity grants to our employees.

We are dependent on certain distribution partners, 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 calls and traffic to our advertisers. Our largest distribution partner was paid less than 20% of total revenues for the nine months ended September 30, 2014. Our existing agreements with many of our other 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 phone calls or 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 or that we will be able to maintain the applicable variable payment terms at their current levels. A loss of any of these distribution partners or a decrease in revenue due to lower calls and traffic or less favorable variable payment terms from any one of these distribution relationships could have a material adverse effect on our business, financial condition and results of operations.

Companies distributing advertising through mobile or online Internet have experienced, and will likely continue to experience, consolidation. This consolidation has reduced the number of partners that control the mobile and online advertising outlets with the most user calls and traffic. According to the comScore qSearch analysis of the U.S. search marketplace for September 2014, Yahoo! and Microsoft accounted for 10% and 19.4%, respectively, of the core search market in the United States and Google accounted for 67.3%. As a result, the larger distribution partners have greater control over determining the market terms of distribution, including placement of call and click-based advertisements and cost of placement. In addition, many participants in the performance-based advertising and search marketing industries control significant portions of mobile and online 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.

We rely on certain advertiser reseller partners and agencies, including YP, hibu, Inc., The Cobalt Group, Yodle and Yellow Media, Inc. for the purchase of various advertising and marketing services, as well as to provide us with a large number of advertisers. A loss of certain advertiser reseller partners and agencies or a

decrease in revenue from these reseller partners could adversely affect our business. Such advertisers are subject to varying terms and conditions, which may result in claims or credit risks to us.

We benefit from the established relationships and national sales teams that certain of our reseller partners, who are leading reseller partners of advertisers and advertising agencies, have in place throughout the U.S. and international markets. These advertiser reseller partners and agencies refer or bring advertisers to us for the purchase of various advertising products and services. We derive a sizeable portion of our total revenue through these advertiser reseller partners and agencies. Additionally, these advertiser reseller partners and agencies may decide to operate the advertising services we perform internally with their own teams and technology. A loss of certain advertiser reseller partners and agencies or a decrease in revenue from these clients could adversely affect our business. Through our contract with Yellowpages.com LLC d/b/a AT&T Interactive which is a subsidiary of AT&T (collectively, AT&T), our arrangement with AT&T relates to a business unit that is included in YP Holdings, LLC (YP) that AT&T sold a majority stake in to a private equity third party in April 2012. Under our primary contract with YP, we generate revenues from our local leads platform. We also have a separate pay-for-call arrangement with YP. Both arrangements expire in June 2015. YP is our largest reseller partner and was responsible for 22% of our total revenues for the nine months ended September 30, 2014. There can be no assurance that our business with them in the future will continue at or near current revenue and contribution levels, that we will be able to renew and extend the contracts set to expire in June 2015, and if renewed, the contracts may be on less favorable terms to us, any of which could have a material adverse effect on our future operating results.

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These advertisers may in certain cases be subject to negotiated terms and conditions separate from those applied to online clients accepted and processed through our automated advertiser management platform. In some cases, the applicable contract terms may be the result of legacy or industry association documentation or simply customized advertising solutions for large reseller partners and agencies. In any case, as a consequence of such varying terms and conditions, we may be subject to claims or credit risks that we may otherwise mitigate more efficiently across our automated advertiser management platform.

These claims and risks may vary depending on the nature of the aggregated client base. Among other claims, we may be subject to disputes based on third party tracking information or analysis. We may also be subject to differing credit profiles and risks based on the agency relationship associated with these advertisers. For such advertisers, payment may be made on an invoice basis, unlike our retail platform, which in many instances is paid in advance of the service. In some limited circumstances we may also have accepted individual advertiser payment liability in place of liability of the advertising agency or media advisor.

We received approximately 61% and 66% of our revenue from our five largest customers for the year ended December 31, 2013 and the nine months ended September 30, 2014, respectively, and the loss of one or more of these customers could adversely impact our results of operations and financial condition.

Our five largest customers accounted for approximately 61% and 66% of our total revenues for the year ended December 31, 2013 and the nine months ended September 30, 2014, respectively. YP and Allstate are our largest customers and were responsible for 22% and 33% of our total revenues for the nine months ended September 30, 2014, respectively, and 32% and 26% of accounts receivable at September 30, 2014, respectively.

In September 2014, Allstate ceased purchases of the pay-for-call services and reduced their planned pay-for-call advertising spend for the fourth quarter of 2014 to zero. We do not expect Allstate will purchase additional pay-for-call services in the foreseeable future, which is anticipated to have a material adverse effect on our future operating results, but do expect there may be a call analytics service relationship prospectively that is anticipated to provide a small, non-material financial contribution to our future operating results.

We have a primary contract with YP in which we generate revenues from our local leads platform. We also have a separate pay-for-call services arrangement with YP. Both arrangements expire in June 2015. There can be no assurance that our business with them in the future will continue at or near current revenue and contribution levels, that we will be able to renew and extend the contracts set to expire in June 2015, and if renewed, the contracts may be on less favorable terms to us, any of which could have a material adverse effect on our future operating results.

Most of these customers are not subject to long term contracts with us and are generally able to reduce advertising spending at any time and for any reason. A significant reduction in advertising spending by our largest customers, or the loss of one or more of these customers, if not replaced by new customers or an increase in business from existing customers, would have a material adverse effect on our future operating results.

Our large customers have substantial negotiating leverage, which may require that we agree to terms and conditions that may have an adverse effect on our business.

Our large customers have substantial purchasing power and leverage in negotiating contractual arrangements with us. These customers may seek for us to develop additional features, may require penalties for failure to deliver such features, may seek discounted product or service pricing, and may seek more favorable contractual terms. As we sell more products and services to this class of customer, we may be required to agree to such terms and conditions. Such large customers also have substantial leverage in negotiating resolution of any disagreements or disputes that may

arise. Any of the foregoing factors could result in a material adverse effect on our business, financial condition and results of operations.

If some of our customers experience financial distress or suffer disruptions in their business, their weakened financial position could negatively affect our own financial position and results.

We have a diverse customer base and, at any given time, one or more customers may experience financial distress, file for bankruptcy protection, go out of business, or suffer disruptions in their business. If a customer with whom we do a substantial amount of business experiences financial difficulty or suffers disruptions in their business, it could delay or jeopardize the collection of accounts receivable, result in significant reductions in services provided by us and may have a material adverse effect on our results of operations and liquidity.

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We may incur liabilities for the activities of our advertisers, reseller partners, distribution partners and other users of our services, which could adversely affect our business.

Many of our advertisement generation and distribution processes are automated. In some cases, advertisers or reseller partners use our online tools and account management systems to create and submit advertiser listings and in other cases we create and submit advertising listings on behalf of our advertisers or reseller partners. These advertiser listings are submitted in a bulk data feed or through the distribution partners user interface. Although we monitor our distribution partners on an ongoing basis primarily for traffic quality, these partners control the distribution of the advertiser listings provided in the data feed or user interface submissions.

We have a large number of distribution partners who display our advertiser listings on their networks. Our advertiser listings are delivered to our distribution partners in an automated fashion through an XML data feed or data dump or through the distribution partners user interface. Our distribution partners are contractually required to use the listings created by our advertiser customers in accordance with applicable laws and regulations and in conformity with the publication restrictions in our agreements, which are intended to promote the quality and validity of the traffic provided to our advertisers. Nonetheless, we do not operationally control or manage these distribution partners and any breach of these agreements on the part of any distribution partner or its affiliates could result in liability for our business. These agreements include indemnification obligations on the part of our distribution partners, but there is no guarantee that we would be able to collect against offending distribution partners or their affiliates in the event of a claim under these indemnification provisions. Alternatively, we may incur substantial costs as part of our indemnification obligations to distribution partners for liability they may incur as a result of displaying content we have provided them.

We do not conduct a manual editorial review of a substantial number of the advertiser listings directly submitted by advertisers or reseller partners online, nor do we manually review the display of the vast majority of the advertiser listings by our distribution partners submitted to us by XML data feeds or data dumps or the distribution partners user interface. Likewise, in cases where we provide editorial or value-added services for our large reseller partners or agencies, such as ad creation and optimization for local advertisers or landing pages and micro-sites for pay-for-call customers, we rely on the content and information provided to us by these agents on behalf of their individual advertisers. We do not investigate the individual business activities of these advertisers other than the information provided to us or in some cases review of advertiser web sites. We may not successfully avoid liability for unlawful activities carried out by our advertisers or reseller partners and other users of our services or unpermitted uses of our advertiser listings by distribution partners and their affiliates.

Our potential liability for unlawful activities of our advertisers and other users of our services or unpermitted uses of our advertiser listings and advertising services and platform by distribution partners and reseller partners and agencies could require us to implement measures to reduce our exposure to such liability, which may require us, among other things, to spend substantial resources, to discontinue certain service offerings or to terminate certain distribution partner relationships. For example, as a result of the actions of advertisers in our network, we may be subject to private or governmental actions relating to a wide variety of issues, such as privacy, gambling, promotions, and intellectual property ownership and infringement. Under agreements with certain of our larger distribution partners, we may be required to indemnify these distribution partners against liabilities or losses resulting from the content of our advertiser listings, or resulting from third party intellectual property infringement claims. Although our advertisers agree to indemnify us with respect to claims arising from these listings, we may not be able to recover all or any of the liabilities or losses incurred by us as a result of the activities of our advertisers.

Our insurance policies may not provide coverage for liability arising out of activities of users of our services. In addition, our reliance on some content and information provided to us by our large advertiser reseller partners and

agencies may expose us to liability not covered by our insurance policies. Furthermore, we may not be able to obtain or maintain adequate insurance coverage to reduce or limit the liabilities associated with our businesses. Any costs incurred as a result of such liability or asserted liability could have a material adverse effect on our business, operating results and financial condition. Our insurance policies may not provide coverage for liability arising out of activities of users of our services. In addition, our reliance on some content and information provided to us by our large advertiser reseller partners and agencies may expose us to liability not covered by our insurance policies. Furthermore, we may not be able to obtain or maintain adequate insurance coverage to reduce or limit the liabilities associated with our businesses. Any costs incurred as a result of such liability or asserted liability could have a material adverse effect on our business, operating results and financial condition.

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

Our success depends, in large part, on the maintenance and growth of a critical mass of advertisers and distribution partners and a continued interest in our pay-for-call, performance-based advertising, call analytics and search marketing services. Advertisers will generally seek the most competitive return on investment from advertising and marketing services. Distribution partners will also seek the most favorable payment terms available in the market. Advertisers and distribution partners may change providers or the volume of business with a provider, unless the product and terms are competitive. In this environment, we must compete to acquire and maintain our network of advertisers and distribution partners. If our business is unable to maintain and grow our base of 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. Our business also in part depends on certain of our large reseller partners and agencies

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to grow their base of advertisers as these advertisers become increasingly important to our business and our ability to attract additional distribution partners and opportunities. Similarly, if our distribution network does not grow and does not continue to improve over time, current and prospective advertisers and reseller partners and agencies may reduce or terminate this portion of their business with us. Any decline in the number of advertisers and distribution partners could adversely affect the value of our services.

The mobile advertising market may develop more slowly than expected, which could harm our business.

If the market for mobile marketing and advertising develops more slowly than we expect, our business could suffer. Our future success is highly dependent on the commitment of advertisers and marketers to mobile communications as an advertising and marketing medium, the willingness of our potential advertisers to outsource their mobile advertising and marketing needs, and our ability to sell our mobile advertising services to reseller partners and agencies. The mobile advertising and marketing market is relatively new and rapidly evolving. Businesses, including current and potential advertisers, may find mobile advertising or marketing to be less effective than traditional advertising media or marketing methods or other technologies for promoting their products and services. As a result, the future demand and market acceptance for mobile marketing and advertising is uncertain. Many of our current or potential advertisers have little or no experience using mobile communications for advertising or marketing purposes and have allocated only a limited portion of their advertising or marketing budgets to mobile communications advertising or marketing, and there is no certainty that they will allocate more funds in the future, if any. Funds to these types of campaigns may fluctuate greatly as different agencies and advertisers test and refine their overall marketing strategies to include mobile advertising and analytics tools. The adoption rate and budget commitments may vary from period to period as agencies and advertisers determine the appropriate mix of media and lead sources in short term and longer term campaigns.

We are dependent upon the quality of mobile, online, offline and other traffic sources in our network to provide value to our advertisers and the advertisers of our reseller partners, and any failure in our quality control could have a material adverse effect on the value of our services to our advertisers and adversely affect our revenues.

We utilize certain monitoring processes with respect to the quality of the mobile, online, offline and other traffic sources that we deliver to our advertisers. Among the factors we seek to monitor are sources and causes of low quality phone calls such as unwanted telemarketer calls and clicks such as non-human processes, including robots, spiders or other software, the mechanical automation of clicking, and other types of invalid clicks, click fraud, or click spam, the purpose of which is something other than to view the underlying content. Additionally, we also seek to identify other indicators which may suggest that a user may not be targeted by or desirable to our advertisers. Even with such monitoring in place, there is a risk that a certain amount of low quality mobile, online, offline and other traffic or traffic that is deemed to be less valuable by our advertisers will be delivered to such advertisers, which may be detrimental to those relationships. We have regularly refunded fees that our advertisers had paid to us which were attributed to low quality mobile, online, offline and other traffic. If we are unable to stop or reduce low quality Internet traffic and low quality phone calls, these refunds may increase. Low quality mobile, online, offline and other traffic may further prevent us from growing our base of advertisers and cause us to lose relationships with existing advertisers, or become the target of litigation, both of which would adversely affect our revenues.

We depend on being able to secure enough phone numbers to support our advertisers and other users of our services and any obstacles that we face which prevent us from meeting this demand could adversely affect our business.

We utilize phone numbers as part of a number of information and analytic services to advertisers, such as our pay-for-call, call tracking and call analytics services. Our services that utilize phone numbers are designed to enable advertisers and other users of our services to utilize mobile, online and offline advertising and to help measure the effectiveness of mobile, online and offline advertising campaigns. We secure a majority of our phone numbers through telecommunication carriers that we have contracted with and a smaller number through the 800 Service Management System, and such telecommunication carriers provide the underlying telephone service. Our telecommunications carriers and telephone number acquisition process are subject to the rules and guidelines established by the Federal Communications Commission. Furthermore, to the extent we offer call recording and pay-for-call services, we may be directly subject to certain telecommunications-related regulations. The Federal Communications Commission and our telecommunication carriers may change the rules and guidelines for securing phone numbers or change the requirements for retaining the phone numbers we have already secured. As a result, we may not be able to secure or retain sufficient phone numbers needed for our services. We may also be limited in the number of available telecommunications carriers or vendors to provide such phone numbers to us in the event of any industry consolidations.

Our acquisition of certain automated voice and mobile advertising-based technologies is heavily reliant on vendors.

Certain voice and mobile advertising-based products that we acquired as part of our acquisition of Jingle are heavily reliant on vendors. The free directory product that we provide relies on technology provided by third party vendors that include voice recognition software and business, government and residence data listings. We cannot guarantee that the technology, data and services provided by our third party vendors will be of sufficient quality to meet the demands of our customers and partners. Further, we cannot guarantee that the technologies, data and services will be available to us in the future on acceptable terms, if at all. Any

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perception by our customers or partners that our voice and mobile advertising-based products are incomplete or not of sufficient quality could lead to a loss in confidence by our customers or partners, which in turn could lead to a decline in revenues. If we are unable to continue maintaining, advancing and improving our voice and mobile advertising-based products, our operating results may be adversely affected.

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 operate without infringing on the intellectual property rights of others. There can be no guarantee that any of our intellectual property 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 our acquisition of previously-owned Internet domain names and claims of copyright infringement with respect to certain of our proprietary web sites that would be costly to defend and could limit our ability to use certain critical technologies.

The expansion of our call advertising business increases the potential intellectual property infringement claims we may be subject to, particularly in light of the large number of patents which have been issued (or are pending) in the telecommunications field over the last several decades, both in the U.S. and internationally. Jingle, which we acquired in 2011, was subject to patent infringement claims, which were unsuccessful at trial. We resolved this matter and obtained a license to the patents at issue.

We believe that a consolidation of patent portfolios by major technology companies and independent asset holding companies will increase the chances of aggressive assertions of patent and other intellectual property claims. Within the technology telecommunications and online sectors, among other related sectors, we have witnessed various claim holders and alleged rights holders pursue business strategies devoted to extracting settlements or license fees for a wide range of basic and commonly accepted methods and practices. We may be subject to those intellectual property claims in the ordinary course of our business. Also, our partners and customers may also find that they are subject to similar claims, in which case we may be included in any related process or dispute settlement.

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 prevent us from using critical technologies which could have a material adverse effect on our business.

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 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. There can be no assurance that if we were to need additional funds to meet these obligations that additional financing arrangements would be available in amounts or on terms acceptable to us, if at all. Furthermore, 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;

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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;

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; and

We may be exposed to investigations and/or audits by federal, state or other taxing authorities.

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

Our expanding international operations subject us to additional risks and uncertainties and we may not be successful with our strategy to continue to expand such operations.

One potential area of growth for us is in international markets. We have initiated operations, through our subsidiaries, in other countries. Currently we have operations in Canada, Ireland and the United Kingdom and digital services in Australia and New Zealand. We are contemplating exploring customer opportunities in France, Germany, Italy and Spain. Our international expansion and the integration of international operations present unique challenges and risks. Compliance with complex foreign and U.S. laws and regulations that apply to our international operations increases our cost of doing business in international jurisdictions and could interfere with our ability to offer our products and services to one or more countries or expose us or our employees to fines and penalties. Our continued international expansion also subjects us to increased foreign currency exchange rate risks and will require additional management attention and resources. We cannot assure you that we will be successful in our international expansion. There are risks inherent in conducting business in international markets, including the need to localize our products and services to foreign customers preferences and customs, difficulties in managing operations due to language barriers, distance, staffing and cultural differences, application of foreign laws and regulations to us, tariffs and other trade barriers, fluctuations in currency exchange rates, establishing management systems and infrastructures, reduced protection for intellectual property rights in some countries, changes in foreign political and economic conditions, and potentially adverse tax consequences. Our failure to address these risks adequately could materially and adversely affect our business, revenue, results of operations and financial condition.

The loss of our senior management, including our executive officer founders, 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 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. 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 customers and employees under our standard confidentiality

agreement. Further, as of September 30, 2014, Russell C. Horowitz, Ethan A. Caldwell and Peter Christothoulou, our executive officer founders, together controlled 78% of the combined voting power of our outstanding capital 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 executive officer founders, for any reason, or any conflict among our executive officer founders, could harm our current and future operations and prospects.

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

Our performance is largely dependent upon the talents and efforts of highly skilled individuals. In order to fully implement our business plan, we will need to retain our current qualified personnel, as well as attract and retain additional qualified personnel. Thus, our success will in significant part depend upon our retention of current personnel as well as 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. If we are unable to maintain sufficient insurance as a public company to cover liability claims made against 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.

It may be 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 Global Select 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 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

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personal risk associated with these changes may deter qualified individuals from accepting these roles. Further, applicable rules and regulations of the Securities and Exchange Commission (the SEC) and the NASDAQ Stock Market 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 Global Select 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 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 effectiveness of our controls over financial reporting. Our current and future compliance with the annual internal control report requirement 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. Inadequate 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.

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 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. Events and circumstances considered in determining whether the carrying value of goodwill may not be recoverable include, but are not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; and significant changes in competition and market dynamics. These estimates are inherently uncertain and can be affected by numerous factors, including changes in economic, industry or market conditions, changes in business operations, a loss of a significant customer, changes in competition or changes in the share price of our common stock and market capitalization. Significant and sustained declines in the stock price and market capitalization, a significant decline in its expected future cash flows or a significant adverse change in the business climate, among other factors, could result in the need to perform an impairment analysis in future periods. We cannot accurately predict the amount and timing of any future impairment of goodwill or other intangible assets. Should the value of goodwill or other intangible assets become impaired, we would record an impairment charge, which could have an adverse effect on its financial condition and results of operations.

The current business environment is subject to evolving market conditions and requires significant management judgment to interpret the potential impact to our assumptions. At various points in time during the period October 1, 2014 to November 10, 2014, our stock price approached the then book value per share. To the extent that changes in the current business environment impact our ability to achieve levels of forecasted operating results and cash flows, if

the stock price were to trade below book value per share for an extended period of time and/or should other events occur indicating the remaining carrying value of our assets might be impaired, we would test its goodwill and intangible assets for impairment and may recognize an impairment loss to the extent that the carrying amount exceeds such asset s fair value.

We recorded a substantial non-cash impairment charge for goodwill and intangible assets during the fourth quarter of 2008 as a result of the impact of the adverse economic environment including the deterioration in the equity and credit markets. During the fourth quarter of 2012, we recorded a non-cash impairment charge for goodwill of $15.8 million within the Archeo reporting unit as a result of lower projected revenue growth rates and profitability levels compared to historical results and other market-based factors. In the third quarter of 2014, we performed impairment testing in accordance with ASC 350 and in light of the macroeconomic and competitive environments, customer changes, lower projected revenue and profitability and a significant decrease in our market capitalization at the end of September 2014. We also performed a review on certain of our intangible assets under ASC 360. As a result of this testing, we concluded that there was no impairment of goodwill and intangible assets in the third quarter of 2014.

We may be required to record a future charge to earnings in our financial statements during the period in which any additional 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.

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We may be required to increase or decrease the valuation allowance against our deferred tax assets.

Factors in our ability to realize a tax benefit from our deferred tax assets include tax attributes and operating results of acquired businesses, the nature, extent and periods that temporary differences are expected to reverse and our expectations about future operating results. We regularly review our deferred tax assets to assess whether or not it is more likely than not that the deferred tax assets will be realized, and if necessary, increase or decrease the valuation allowance for portions of such assets to reduce the carrying value. At the end of the fourth quarter of 2012, we recognized a partial valuation allowance of $16.4 million on our federal deferred tax assets which reduced our net deferred assets to $28.5 million. At the end of the second quarter of 2013, our gross deferred tax assets increased by approximately $651,000 due primarily to the 2012 and 2013 research and development credit which was reinstated as part the 2012 American Taxpayer Relief Act signed into law in January 2013. This increase was offset by a corresponding increase in our valuation allowance. As of September 30, 2014, our deferred tax assets were $45.4 million and we have provided a full valuation allowance of $45.4 million as we believe it is not more likely than not that these assets will be realized. During the three months ended September 30, 2014, the valuation allowance increased by $22.3 million resulting in a corresponding income tax expense of $22.3 million for the third quarter of 2014.

We may not be able to realize the intended and anticipated benefits from our acquisitions of Internet domain names in part due to our increasing business focus on call advertising products, which could affect the value of these acquisitions to our business and our ability to meet our financial obligations and targets.

We may not be able to realize the intended and anticipated benefits from our acquisitions of Internet domain names in part due to our increasing focus on call advertising products. These intended and anticipated benefits included increasing our cash flow from operations, broadening our distribution offerings and delivering services that strengthen our advertiser relationships. In addition, our ability to maintain and grow revenues will also depend on maintaining and growing the number of domain name sales and the average revenue per domain. If we are unable to attract prospective buyers to purchase domains and at the price we value the domains, our revenue and results of operations could be materially and adversely affected.

We do not control the means by which users access our web sites, and material changes to current navigation practices or technologies or marketing practices or significant increases in our marketing costs could result in a material adverse effect on our business.

The success of our proprietary web site traffic sources depends in large part upon consumer access to our web sites. Consumers access our web sites primarily through the following methods: directly accessing our web sites by typing descriptive keywords or keyword strings into the uniform resource locator (URL) address box of an Internet browser; accessing our web sites by clicking on bookmarked web sites; and accessing our web sites through search engines and directories.

Each of these methods requires the use of a third party product or service, such as an Internet browser or search engine application or directory. Internet browsers may provide alternatives to the URL address box to locate web sites, and search engines may from time to time change and establish rules regarding the indexing and optimization of web sites. We also market certain web sites through search engine applications. Historically, we have limited our search engine marketing to less than five leading search engines.

Product developments and market practices for these means of access to our web sites are not within our control. We may experience a decline in traffic to our web sites if third party browser technologies or search engine methodologies and rules are changed to our disadvantage. We have experienced abrupt search engine algorithm and policy changes in

the past. We expect the search engine applications we utilize to market and drive users to our web sites to continue to periodically change their algorithms, policies and technologies. These changes may result in an interruption in users ability to access our web sites or impair our ability to maintain and grow the number of users who visit our web sites. We may also be forced to significantly increase marketing expenditures in the event that market prices for online advertising and paid-listings escalate. Any of these changes could have a material adverse effect on our business.

We may experience unforeseen liabilities in connection with our acquisitions of Internet domain names or arising out of third party domain names included in our distribution network, which could negatively impact our financial results.

Certain of our acquisitions involved the acquisition of a large number of previously-owned Internet domain names. Furthermore, we have separately acquired and may 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. Additionally, we display pay-for-call or pay-per-click listings on third party domain names and third party web sites that are part of our distribution network, which also could subject us to a wide variety of civil claims including intellectual property ownership and infringement.

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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.

With the suspension of our previously announced spin off transaction, we may continue to explore various strategic alternatives for our Archeo assets.

In November 2012, we announced our intention to pursue the spin-off of our Archeo assets and in September 2013 following a strategic review, we announced the suspension of the planned spin-off of the Archeo assets in its previously announced form. At such time we announced our intention to explore various strategic alternatives for the Archeo assets. Archeo continues to operate as an independent division of the Company. We cannot predict whether Archeo will continue as such within our organization or whether we will pursue another strategic alternative for the Archeo assets going forward. If we do pursue another strategic alternative for the Archeo assets, there can be no assurances such efforts will be successful.

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 the following areas:

- sales to advertisers of pay-for-call services;
- sales to advertisers of pay-per-click services;
- aggregation or optimization of online advertising for distribution through mobile and online search engines and applications, product shopping engines, directories, web sites or other offline outlets;
- provision of local and vertical web sites containing information and user feedback designed to attract users and help consumers make better, more informed local decisions, while providing targeted advertising inventory for advertisers;
- delivery of pay-for-call advertising to end users or customers of advertisers through mobile and online destination web sites or other offline distribution outlets;

delivery of online advertising to end users or customers of advertisers through mobile and online destination web sites or other offline distribution outlets;

local search sales training;

services and outsourcing of technologies that allow advertisers to manage their advertising campaigns across multiple networks and track the success of these campaigns;

third party domain monetization;

sales to advertisers of call tracking, call analytics, and presence management services; and

sales to third parties of domain names.

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.

We currently or potentially compete with leading search engines such as Google and Microsoft, digital advertising networks, mobile ad networks and call analytics technology providers. We also face competition on the call supply side, where competing companies look to outbid, partner with or otherwise secure sources of call supply we utilize. Our Archeo Domains Marketplace competitors include Demand Media, Name Media and Oversee.net. Many of these actual or perceived competitors also currently or may in the future have business relationships with us, particularly in distribution. However, such 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.

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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 mobile and 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.

We face competition from traditional media companies, and we may not be included in the advertising budgets of large advertisers, which could harm our operating results.

In addition to Internet companies, we face competition from companies that offer traditional media advertising opportunities. Most large advertisers have set advertising budgets, a very small portion of which is allocated to Internet advertising. We expect that large advertisers will continue to focus most of their advertising efforts on traditional media. If we fail to convince these companies to spend a portion of their advertising budgets with us, or if our existing advertisers reduce the amount they spend on our programs, our operating results would be harmed.

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

The market for our products and services is characterized by rapid change in business models and technological infrastructure, and we will need to constantly adapt to changing markets and technologies to provide new and competitive products and services. If we are unable to ensure that our users, advertisers, reseller partners, and distribution partners have a high-quality experience with our products and services, then they may become dissatisfied and move to competitors products and services. Accordingly, our future success will depend, in part, upon our ability to develop and offer competitive products and services for both our target market and for applications in new markets. We may not, however, be able to successfully do so, and our competitors may develop innovations that render our

products and services obsolete or uncompetitive.

Our technical systems are vulnerable to interruption and damage that may be costly and time-consuming to resolve and may harm our business and reputation.

A disaster could interrupt our services for an indeterminate length of time and severely damage our business, prospects, financial condition and results of operations. Our systems and operations are vulnerable to damage or interruption from:

- fire;
- floods;
- network failure;
- hardware failure;
- software failure;
- power loss;
- telecommunications failures;
- break-ins;
- terrorism, war or sabotage;

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computer viruses;

denial of service attacks;

penetration of our network by unauthorized computer users and hackers and other similar events;

natural disasters, including, but not limited to, hurricanes, tornadoes, and earthquakes; and

other unanticipated problems.

We may not have developed or implemented adequate protections or safeguards to overcome any of these events. We also may not have anticipated or addressed many of the potential events that could threaten or undermine our technology network. Any of these occurrences could cause material interruptions or delays in our business, result in the loss of data or render us unable to provide services to our customers. In addition, if a person is able to circumvent our security measures, he or she could destroy or misappropriate valuable information, including sensitive customer information, or disrupt our operations. We have deployed firewall hardware intended to thwart hacker attacks. Although we maintain property insurance and business interruption insurance, our insurance may not be adequate to compensate us for all losses that may occur as a result of a catastrophic system failure or other loss, and our insurers may not be able or may decline to do so for a variety of reasons. If we fail to address these issues in a timely manner, we may lose the confidence of our advertisers, reseller partners, and distribution partners, our revenue may decline and our business could suffer. In addition, as we expand our service offerings and enter into new business areas, we may be required to significantly modify and expand our software and technology platform. If we fail to accomplish these tasks in a timely manner, our business and reputation will likely suffer. Furthermore, some of these events could disrupt the economy and/or our customers business activities and in turn materially affect our operating results.

We rely on third party technology, platforms, carriers, communications providers, and server and hardware providers, and a failure of service by these providers could adversely affect our business and reputation.

We rely upon third party colocation providers to host our main servers. If these providers are unable to handle current or higher volumes of use, experience any interruption in operations or cease operations for any reason or if we are unable to agree on satisfactory terms for continued hosting relationships, we would be forced to enter into a relationship with other service providers or assume hosting responsibilities ourselves. If we are forced to switch hosting facilities, we may not be successful in finding an alternative service provider on acceptable terms or in hosting the computer servers ourselves. We may also be limited in our remedies against these providers in the event of a failure of service. In the past, we have experienced short-term outages in the service maintained by one of our colocation providers.

We also rely on a select group of third party providers for components of our technology platform and support for our advertising and call-based services, such as hardware and software providers, telecommunications carriers and Voice over Internet Protocol (VoIP) providers, credit card processors and domain name registrars. As a result, key operational resources of our business are concentrated with a limited number of third party providers. A failure or limitation of service or available capacity by any of these third party providers could adversely affect our business and reputation. Furthermore, if any of these significant providers are unable to provide the levels of service and dedicated resources over time that we required in our business, we may not be able to replace certain of these providers in a manner that is efficient, cost-effective or satisfactory to our customers, and as a result our business could be materially

and adversely affected. Short term or repeat problems with any of these service providers could provide an interruption of service or service quality impairment to significant customers, which could also impact materially our revenue in any period due to credits or potential loss of significant customers.

If our security measures are breached or are perceived as not being secure, we may lose advertisers, reseller partners and distribution partners and we may incur significant legal and financial exposure.

We store and transmit data and information about our advertisers, reseller partners, distribution partners and their respective users. We deploy security measures to protect this data and information, as do third parties we utilize to assist in data and information storage. Our security measures and those of the third parties we partner with to assist in data and information storage may suffer breaches. Security breaches of our data storage systems or our third party colocation and technology providers we utilize to store data and information relating to our advertisers, reseller partners, distribution partners and their respective users could expose us to significant potential liability. In addition, security breaches, actual or perceived, could result in the loss of advertisers, reseller partners and distribution partners that could potentially have an adverse effect on our business.

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We may not be able to protect our intellectual property rights, which could result in our competitors marketing competing products and services utilizing our intellectual property and could adversely affect our competitive position.

Our success and ability to compete effectively are substantially dependent upon our internally developed and acquired technology and data resources, which we protect through a combination of copyright, trade secret, and patent and trademark law. To date, we have had issued or have applications pending for the following patents:

U.S. Patent Number 7,668,950 entitled Automatically Updating Performance-Based Online Advertising System and Method was issued February 23, 2010.

U.S. Patent Number 8,442,862 entitled Method and System for Tracking Telephone Calls was issued on May 14, 2013 and a corresponding divisional Patent Application Number 13/294,436 was filed November 11, 2011. The following divisional applications of Patent Application Number 13/294,436 were also filed: 14/045,536 titled Method and System for Phone Number Cleaning was filed November 3, 2013; 14/058,037 titled Method and System for Collecting Data from Advertising Campaigns Including Phone Number Placement Techniques was filed November 18, 2013; 14/058,080 titled Method and System for Monitoring Campaign Referral Sources was filed November 18, 2013, and 14/065,345 titled Method and System for Tracking Telephone Calls was filed November 28, 2013.

U.S. Patent Number 6,822,663 entitled Transform Rule Generator for Web-Based Markup Languages was issued November 23, 2004.

U.S. Patent Number 8,583,571 entitled Facility for Reconciliation of Business Records Using Genetic Algorithms was issued on November 12, 2013.

U.S. Patent Number 8,433,048 entitled System and Method to Direct Telephone Calls to Advertisers was issued April 30, 2013.

U.S. Patent Application Number 12/829,373 entitled System and Method for Calling Advertised Telephone Numbers on a Computing Device was filed July 1, 2010.

U.S. Patent Number 8,259,915 entitled System and Method to Analyze Calls to Advertised Telephone Numbers was issued September 4, 2012 and its continuation Patent Application Number 13/603,283 was filed September 4, 2012.

U.S. Patent Application Number 13/176,709 entitled Method and System for Automatically Generating Advertising Creatives was filed July 5, 2011.

U.S. Patent Number 8,630,393 entitled Systems and Methods for Blocking Telephone Calls was issued January 14, 2014.

U.S. Patent Number 7,212,615 entitled Criteria Based Marketing For Telephone Directory Assistance was issued May 1, 2007 and owned by Jingle Networks, which we acquired in 2011.

U.S. Patent Number 7,702,084 entitled Toll-Free Directory Assistance With Preferred Advertisement Listing was issued April 20, 2010.

U.S. Patent Number 7,961,861 entitled Telephone Search Supported By Response Location Advertising was issued June 14, 2011 and corresponding European Application Number 5826299.99 was filed November 29, 2005.

U.S. Patent Application Number 11/290,148 entitled Telephone Search Supported By Advertising Based On Past History Of Requests was filed November 29, 2005.

U.S. Patent Number 8,175,231 entitled Toll-Free Directory Assistance With Automatic Selection Of An Advertisement From A Category issued May 8, 2012.

U.S. Patent Number 8,107,602 entitled Directory Assistance With Data Processing Station was issued January 31, 2012.

U.S. Patent Application Number 13/677,248 entitled System and Method to Customize a Connection Interface for Multimodal Connection to a Telephone Number was filed November 14, 2012.

U.S. Patent Number 8,634,520 entitled Call Tracking System Utilizing an Automated Filtering Function was issued January 21, 2014.

U.S. Patent Number 8,671,020 entitled Call Tracking System Utilizing a Pooling Algorithm was issued March 11, 2014.

U.S. Patent Number 8,687,782 entitled Call Tracking System Utilizing a Sampling Algorithm was issued April 1, 2014.

U.S. Patent Application Number 13/865,966 entitled Correlated Consumer Telephone Numbers and User Identifiers for Advertising Retargeting was filed April 18, 2013, claiming priority to U.S. Patent Application Number 61/801,893 entitled Cross-Channel Targeting Using Historical Online and Call Data filed March 15, 2013.

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U.S. Patent Application Number 13/842,769 entitled System and Method for Analyzing and Classifying Calls without Transcription was filed March 15, 2013.

U.S. Patent Application Number 14/045,118 entitled System and Method for Analyzing and Classifying Calls Without Transcription via Keyword Spotting was filed October 3, 2013.

In the future, additional patents may be filed with respect to internally developed or acquired technologies. Our industry is highly competitive and many individuals and companies have sought to patent processes in the industry. We may decide not to protect certain intellectual properties or business methods which may later turn out to be significant to us. In addition, the patent process takes several years and involves considerable expense. Further, patent applications and patent positions in our industry are highly uncertain and involve complex legal and factual questions due in part to the number of competing technologies. As a result, we may not be able to successfully prosecute these patents, in whole or in part, or any additional patent filings that we may make in the future. We also depend on our trademarks, trade names and domain names. We may not be able to adequately protect our technology and data resources. In addition, intellectual property laws vary from country to country, and it may be more difficult to protect our intellectual property in some foreign jurisdictions in which we may plan to enter. If we fail to obtain and maintain patent or other intellectual property protection for our technology, our competitors could market competing products and services utilizing our technology.

Despite our efforts to protect our proprietary rights, unauthorized parties domestically and internationally may attempt to copy or otherwise obtain and use our services, technology and other intellectual property. We cannot be certain that the steps we have taken will prevent any misappropriation or confusion among consumers and advertisers. If we are unable to protect our intellectual property rights from unauthorized use, our competitive position could be adversely affected.

We may be involved in lawsuits to protect or enforce our patents, which could be expensive and time consuming.

We may initiate patent litigation against third parties to protect or enforce our patent rights, and we may be sued by others seeking to invalidate our patents or prevent the issuance of future patents. We may also become subject to interference proceedings conducted in the patent and trademark offices of various countries to determine the priority of inventions. The defense and prosecution, if necessary, of intellectual property suits, interference proceedings and related legal and administrative proceedings is costly and may divert our technical and management personnel from their normal responsibilities. We may not prevail in any of these suits. An adverse determination of any litigation or defense proceedings could put our patents at risk of being invalidated or interpreted narrowly and could put our patent applications at risk of not being issued. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, during the course of this kind of litigation, there could be public announcements of the results of hearings, motions or other interim proceedings or developments in the litigation. If securities analysts or investors perceive these results to be negative, it could have an adverse effect on the trading price of our Class B common stock.

Our quarterly results of operations might fluctuate due to seasonality, which could adversely affect our growth rate and in turn the market price of our securities.

Our quarterly results have fluctuated in the past and may fluctuate in the future due to seasonal fluctuations in the level of mobile and Internet usage and seasonal purchasing cycles of many advertisers. Our experience has shown that during the spring and summer months of the year, mobile and Internet usage is lower than during other times of the

year and during the latter part of the fourth quarter of the calendar year we generally experience lower call volume and reduced demand for calls. The extent to which usage and call volume may decrease during these off-peak periods is difficult to predict. Prolonged or severe decreases in usage and call volume during these periods may adversely affect our growth rate and in turn the market price of our securities. In the first quarter of the calendar year, this trend generally reverses with increased mobile and Internet usage and often new budgets at the beginning of the year for many of our customers with fiscal years ending December 31. The seasonal purchasing cycles of some customers in certain industries may also be higher in the first half versus the latter half of the calendar year. Additionally, the current business environment has resulted in many advertisers and reseller partners reducing advertising and marketing services budgets or changing such budgets throughout the year, which may impact our quarterly results of operations in addition to typical seasonality seen in our industry. Our quarterly results will also be impacted by the timing of domain name sales which were recognized as revenue starting in September 2013 with the launch of our Domains Marketplace.

We are susceptible to general economic conditions, and a downturn in advertising and marketing spending by advertisers could adversely affect our operating results.

Our operating results will be subject to fluctuations based on general economic conditions, in particular those conditions that impact advertiser-consumer transactions. Deterioration in economic conditions could cause decreases in or delays in advertising spending and reduce and/or negatively impact our short term ability to grow our revenues. Further, any decreased collectability of accounts receivable or early termination of agreements due to deterioration in economic conditions could negatively impact our results of operations.

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We depend on the growth of mobile technologies, the Internet and the Internet infrastructure for our future growth and any decrease in growth or anticipated growth in mobile and Internet usage could adversely affect our business prospects.

Our future revenue and profits, if any, depend upon the continued widespread use of mobile technologies and the Internet as an effective commercial and business medium. Factors which could reduce the widespread use of mobile technologies (including mobile devices, in particular) and the Internet include:

- possible disruptions or other damage to the mobile, Internet or telecommunications infrastructure and networks;
- failure of the individual networking infrastructures of our advertisers, reseller partners, and distribution partners to alleviate potential overloading and delayed response times;
- a decision by advertisers and consumers to spend more of their marketing dollars on offline programs;
- increased governmental regulation and taxation; and
- actual or perceived lack of security or privacy protection.

In particular, concerns over the security of online transactions and the privacy of users, including the risk of identity theft, may inhibit the growth of Internet usage, including commercial transactions. In order for the mobile and online commerce market to develop successfully, we and other market participants must be able to transmit confidential information, including credit card information, securely over public networks. Any decrease in anticipated mobile and Internet growth and usage could have a material adverse effect on our business prospects.

We are exposed to risks associated with credit card fraud and credit payment, and we may continue to suffer losses as a result of fraudulent data or payment failure by advertisers.

We have suffered losses and may continue to suffer losses as a result of payments made with fraudulent credit card data. Our failure to control fraudulent credit card transactions could reduce our net revenue and gross margin and negatively impact our standing with applicable credit card authorization agencies. In addition, under limited circumstances, we extend credit to advertisers who may default on their accounts payable to us or fraudulently charge-back amounts on their credit cards for services that have already been delivered by us.

Regulation of E-Commerce, Online Tracking, Online Data Collection, and Use of the Internet may adversely affect our business and operating results.

Mobile and online search, e-commerce and related businesses face uncertainty related to new or future government regulation at the federal, state, and international levels regarding e-commerce, online tracking, online data collection, and use of the Internet. Due to the rapid growth and widespread use of the Internet, state and federal legislatures (both domestically and abroad) have enacted and may continue to enact various laws and regulations relating to the Internet. Individual states may also enact consumer protection laws that are more restrictive than the ones that already exist.

Furthermore, the application of existing laws and regulations to companies that engage in e-commerce, or otherwise interact with the Internet remains somewhat unclear. For example, as a result of the actions of advertisers in our network, we may be subject to existing laws and regulations relating to a wide variety of issues such as consumer privacy, gambling, sweepstakes, advertising, promotions, defamation, pricing, taxation, financial market regulation, quality of products and services, computer trespass, spyware, adware, child protection and intellectual property ownership and infringement. In addition, it is not clear whether existing laws that require licenses or permits for certain of our advertisers lines of business apply to us, including those related to insurance and securities brokerage, law offices and pharmacies. Existing federal and state laws that may affect the growth and profitability of our business include, among others:

The Digital Millennium Copyright Act (DMCA) provides protection from copyright liability for online service providers that list or link to third party web sites. We currently qualify for the safe harbor under the DMCA; however, if it were determined that we did not meet the safe harbor requirements, we could be exposed to copyright infringement litigation, which could be costly and time-consuming.

The Children s Online Privacy Protection Act (COPPA) restricts the online collection of personal information about children and the use of that information. The Federal Trade Commission (FTC) has the authority to impose fines and penalties upon web site operators and online service providers that do not comply with the law. We do not currently offer any web sites or online services directed to children, nor do we knowingly collect personal information from children.

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The Protection of Children from Sexual Predators Act requires online service providers to report evidence of violations of federal child pornography laws under certain circumstances.

The Controlling the Assault of Non-Solicited Pornography and Marketing (CAN SPAM) Act of 2003 establishes requirements for those who send commercial e-mails, spells out penalties for entities that transmit noncompliant commercial e-mail and/or whose products are advertised in noncompliant commercial e-mail and gives consumers the right to opt-out of receiving commercial e-mails. The majority of the states also have adopted similar statutes governing the transmission of commercial e-mail. The FTC and the states, as applicable, are authorized to enforce the CAN-SPAM Act and the state-specific statutes, respectively. CAN-SPAM gives the Department of Justice the authority to enforce its criminal sanctions. Other federal and state agencies can enforce the law against organizations under their jurisdiction, and companies that provide Internet access may sue violators as well.

The Electronic Communications Privacy Act prevents private entities from disclosing Internet subscriber records and the contents of electronic communications, subject to certain exceptions.

The Computer Fraud and Abuse Act and other federal and state laws protect computer users from unauthorized computer access/hacking, and other actions by third parties which may be viewed as a violation of privacy. Courts may apply each of these laws in unintended and unexpected ways. As a company that provides services over the Internet as well as call recording and call tracking services, we may be subject to an action brought under any of these or future laws.

Among the types of legislation currently being considered at the federal and state levels are consumer laws regulating for the use of certain types of software applications or downloads and the use of cookies. These proposed laws are intended to target specific types of software applications often referred to as spyware, invasiveware or adware, and may also cover certain applications currently used in the online advertising industry to serve and distribute advertisements. In addition, the FTC has sought inquiry regarding the implementation of a do-not-track requirement. Federal legislation is also expected to be introduced that would regulate online behavioral advertising practices. If passed, these laws would impose new obligations for companies that use such software applications or technologies. At least one state already has enacted a law, which went into effect in January 2014, regarding online tracking.

Many Internet services are automated, and companies such as ours may be unknowing conduits for illegal or prohibited materials. It is possible that some courts may impose a strict liability standard or require such companies to monitor their customers conduct. Although we would not be responsible or involved in any way in such illegal conduct, it is possible that we would somehow be held responsible for the actions of our advertisers or distribution partners.

We may also be subject to costs and liabilities with respect to privacy issues. Several companies have incurred penalties for failing to abide by the representations made in their public-facing privacy policies. In addition, several states have passed laws that require businesses to implement and maintain reasonable security procedures and practices to protect sensitive personal information and to provide notice to consumers in the event of a security breach. Further, it is anticipated that additional federal and state privacy-related legislation will be enacted. Such legislation could negatively affect our business.

In addition, foreign governments may pass laws that could negatively impact our business and/or may prosecute us for violating existing laws. Such laws might include EU member country conforming legislation under applicable EU Privacy, eCommerce, and Data Protection Directives (and similar legislation in other countries where we may have operations). Any costs incurred in addressing foreign laws could negatively affect the viability of our business. Our exposure to this risk will increase to the extent we expand our operations internationally.

Federal and state regulation of telecommunications may adversely affect our business and operating results.

Subsidiaries of the Company provide information and analytics services to certain advertisers and reseller partners that may include information services. In connection therewith, the Company, through its subsidiaries, obtains certain telecommunications products and services from carriers in order to deliver these packages of information and analytic services.

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Telecommunications laws and regulations (and interpretations thereof) are evolving in response to rapid changes in the telecommunications industry. If our carrier partners were to be subject to any changes in applicable law or regulation (or interpretations thereof), or additional taxes or surcharges, then we in turn may be subject to increased costs for their products and services or receive products and services that may be of less value to our customers, which in turn could adversely affect our business and operating results. Furthermore, our call recording and pay-for-call services may directly subject us to certain telecommunications-related regulations. Finally, in the event that any federal or state regulators were to expand the scope of applicable laws and regulations or their application to include certain end users and information service providers, then our business and operating results could also be adversely affected. The following existing and possible future federal and state laws could impact the growth and profitability of our business:

The Communications Act of 1934, as amended by the Telecommunications Act of 1996 (the Act), and the regulations promulgated by the Federal Communications Commission under Title II of the Act, may impose federal licensing, reporting and other regulatory obligations on the Company. To the extent we contract with and use the networks of voice over IP service providers, new legislation or FCC regulation in this area could restrict our business, prevent us from offering service or increase our cost of doing business. There are an increasing number of regulations and rulings that specifically address access to commerce and communications services on the Internet, including IP telephony. We are unable to predict the impact, if any, that future legislation, legal decisions or regulations concerning voice services offered via the Internet may have on our business, financial condition, and results of operations.

The U.S. Congress, the FCC, state legislatures or state agencies may target, among other things, access or settlement charges, imposing taxes related to Internet communications, imposing tariffs or other regulations based on encryption concerns, or the characteristics and quality of products and services that we may offer. Any new laws or regulations concerning these or other areas of our business could restrict our growth or increase our cost of doing business.

The FCC has initiated a proceeding regarding the regulation of broadband services. The increasing growth of the broadband IP telephony market and popularity of broadband IP telephony products and services heighten the risk that the FCC or other legislative bodies will seek to regulate broadband IP telephony and the Internet. In addition, large, established telecommunication companies may devote substantial lobbying efforts to influence the regulation of the broadband IP telephony market, which may be contrary to our interests.

There is risk that a regulatory agency will require us to conform to rules that are unsuitable for IP communications technologies or rules that cannot be complied with due to the nature and efficiencies of IP routing, or are unnecessary or unreasonable in light of the manner in which we offer voice-related services such as call recording and pay-for-call services to our customers.

Federal and state telemarketing laws including the Telephone Consumer Protection Act, the Telemarketing Sales Rule, the Telemarketing Consumer Fraud and Abuse Prevention Act and the rules and regulations promulgated thereunder.

Laws affecting telephone call recording and data protection, such as consent and personal data statutes. Under the federal Wiretap Act, at least one party taking part in a call must be notified if the call is being recorded. Under this law, and most state laws, there is nothing illegal about one of the parties to a telephone call recording the conversation. However, several states (i.e., California, Connecticut, Florida, Illinois, Maryland, Massachusetts, Michigan, Montana, Nevada, New Hampshire, Pennsylvania and Washington) require that all parties consent when one party wants to record a telephone conversation. The telephone recording laws in other states, like federal law, require only one party to be aware of the recording. A Wiretap Act violation is a Class D felony; the maximum authorized penalties for a violation of section 2511(1) of the Wiretap Act are imprisonment of not more than five years and a fine under Title 18. Authorized fines are typically not more than $250,000 for individuals or $500,000 for an organization, unless there is a substantial loss. State laws impose similar penalties.

The Communications Assistance for Law Enforcement Act may require that the Company undertake material modifications to its platforms and processes to permit wiretapping and other access for law enforcement personnel.

Under various Orders of the Federal Communications Commission, the Company may be required to make material retroactive and prospective contributions to funds intended to support Universal Service, Telecommunications Relay Service, Local Number Portability, the North American Numbering Plan and the budget of the Federal Communications Commission.

Laws in most states of the United States of America may require registration or licensing of one or more subsidiaries of the Company, and may impose additional taxes, fees or telecommunications surcharges on the provision of the Company s services which the Company may not be able to pass through to customers.

Our international operations may expose us to telecommunications regulations in the countries where we are operating and these regulations could negatively affect the viability of our business.

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State and local governments may in the future be permitted to levy additional taxes on Internet access and electronic commerce transactions, which could result in a decrease in the level of usage of our services. In addition, we may be required to pay additional income, sales, or other taxes.

The federal government passed legislation placing a ban on state and local governments imposition of new taxes on Internet access or electronic commerce transactions through the Internet Tax Freedom Act which expires on December 11, 2014. The proposed Marketplace Fairness Act, if enacted into law, would allow states to require online and other out of state merchants to collect and remit sales and use tax on products and services that they may sell. An increase in taxes may make electronic commerce transactions less attractive for advertisers and businesses, which could result in a decrease in the level of usage of our services. Additionally, from time to time, various state, federal and other jurisdictional tax authorities undertake reviews of the Company and the Company s filings. In evaluating the exposure associated with various tax filing positions, the Company on occasion accrues charges for probable exposures. We cannot predict the outcome of any of these reviews.

Risks Relating to the Offering and Ownership of our Class B common stock

Our Class B common stock prices have been and are likely to continue to be highly volatile.

The trading prices of our Class B common stock have been and are likely to continue to be highly volatile and subject to wide fluctuations. Since our initial public offering, the closing sale price of our Class B common stock on the NASDAQ Global Select Market ranged from $3.00 to $26.14 per share through September 30, 2014. Our stock prices may fluctuate in response to a number of events and factors, which may be the result of our business strategy or events beyond our control, including:

- developments concerning proprietary rights, including patents, by us or a competitor;
- announcements by us or our competitors of significant contracts, acquisitions, financings, commercial relationships, joint ventures or capital commitments;
- registration of additional shares of Class B common stock in connection with acquisitions;
- actual or anticipated fluctuations in our operating results;
- lawsuits initiated against us or lawsuits initiated by us;
- announcements of acquisitions or technical innovations;
- potential loss or reduced contributions from distribution partners, reseller partners and agencies, or advertisers;

changes in growth or earnings estimates or recommendations by analysts;

changes in the market valuations of similar companies;

changes in our industry and the overall economic environment;

volume of shares of Class B common stock available for public sale, including upon conversion of Class A common stock or upon exercise of stock options;

Class B common stock repurchases under our share repurchase program;

sales and purchases of stock by us or by our stockholders, including sales by certain of our executive officers and directors pursuant to written pre-determined selling and purchase plans under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the Exchange Act); and

short sales, hedging and other derivative transactions on shares of our Class B common stock.

In addition, the stock market in general, and the NASDAQ Global Select Market and the market for mobile and online commerce companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the listed companies. These broad market and industry factors may seriously harm the market price of our Class B common stock, regardless of our operating performance. In the past, following periods of volatility in the market, securities class action litigation has often been instituted against these companies.

Litigation against us, whether or not judgment is entered against us, could result in substantial costs and potentially economic loss, and a diversion of our management s attention and resources, any of which could seriously harm our financial condition. Additionally, there can be no assurance that an active trading market of our Class B common stock will be sustained.

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Sales of substantial amounts of our Class B common stock in the public markets, or the perception that they might occur, could reduce the price that our Class B common stock might otherwise attain and may dilute your voting power and your ownership interest in us.

Sales of substantial amounts of our Class B common stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our Class B common stock. Upon the closing of our public offering of common stock in April 2014, we had outstanding 36,860,747 shares of Class B common stock.

We also may issue our shares of Class B common stock or securities convertible into our Class B common stock from time to time in connection with a financing, an acquisition, investments or otherwise. Any such issuance could result in substantial dilution to our existing stockholders and cause the trading price of our Class B common stock to decline.

If securities analysts do not continue to publish research or publish negative research about our business, our stock price and trading volume could decline.

The trading market for our Class B common stock depends in part on the research and reports that securities analysts publish about us or our business. If one or more of the analysts who covers us downgrades our stock or publishes negative research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, we could lose visibility in the market for our stock and demand for our stock could decrease, which could cause our stock price or trading volume to decline.

Our executive officer founders control the outcome of stockholder voting, and there may be an adverse effect on the price of our Class B common stock due to the disparate voting rights of our Class A common stock and our Class B common stock.

As of September 30, 2014, Russell C. Horowitz, Ethan A. Caldwell and Peter Christothoulou, our executive officer founders, beneficially owned 100% of the outstanding shares of our Class A common stock, which shares represented 78% of the combined voting power of all outstanding shares of our capital stock. These executive officer founders together control 78% of the combined voting power of all outstanding shares of our capital stock. The holders of our Class A common stock and Class B common stock have identical rights except that the holders of our Class B common stock are entitled to one vote per share, while holders of our Class A common stock are entitled to twenty-five votes per share on all matters to be voted on by stockholders. This concentration of control could be disadvantageous to our other stockholders with interests different from those of these executive officer founders. This difference in the voting rights of our Class A common stock and Class B common stock could adversely affect the price of our Class B common stock to the extent that investors or any potential future purchaser of our shares of Class B common stock give greater value to the superior voting rights of our Class A common stock. Further, as long as these executive officer founders have a controlling interest, they will continue to be able to elect all or a majority of our board of directors and generally be able to determine the outcome of all corporate actions requiring stockholder approval. As a result, these executive officer founders will be in a position to continue to control all fundamental matters affecting our company, including any merger involving, sale of substantially all of the assets of, or change in control of, our company. The ability of these executive officer founders to control our company may result in our Class B common stock trading at a price lower than the price at which such stock would trade if these executive officer founders did not have a controlling interest in us. This control may deter or prevent a third party from acquiring us which could adversely affect the market price of our Class B common stock.

Anti-takeover provisions may limit the ability of another party to acquire us, which could cause our stock price to decline.

Our certificate of incorporation, as amended, our by-laws and Delaware law contain provisions that could discourage, delay or prevent a third party from acquiring us, even if doing so may be beneficial to our stockholders. In addition, these provisions could limit the price investors would be willing to pay in the future for shares of our Class B common stock. The following are examples of such provisions in our certificate of incorporation, as amended, or our by-laws:

- the authorized number of our directors can be changed only by a resolution of our board of directors;
- advance notice is required for proposals that can be acted upon at stockholder meetings;
- there are limitations on who may call stockholder meetings; and
- our board of directors is authorized, without prior stockholder approval, to create and issue blank check preferred stock.

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We are also subject to Section 203 of the Delaware General Corporation Law, which provides, subject to enumerated exceptions, that if a person acquires 15% or more of our voting stock, the person is an interested stockholder and may not engage in business combinations with us for a period of three years from the time the person acquired 15% or more of our voting stock. The application of Section 203 of the Delaware General Corporation Law could have the effect of delaying or preventing a change of control of our company.

We may not be able to continue to pay dividends on our Class B common stock in the future which could impair the value of such stock.

Under Delaware law, dividends to stockholders may be made only from the surplus of a company, or, in certain situations, from the net profits for the current fiscal year or the fiscal year before which the dividend is declared. We have initiated and paid a quarterly dividend on our Class B common stock since November 2006. Our ability to pay dividends in the future will depend on our financial results, liquidity and financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the third quarter of 2014, share repurchase activity was as follows:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares (or approximate dollar value) that may yet be purchased under the plans or programs (1)
July 1, 2014 July 31, 2014 (2)	2,500	$ 0.01		1,717,381
Total Class B Common Shares	2,500	$ 0.01		1,717,381

(1) We established a 2006 share repurchase program which authorizes the Company to repurchase up to 13 million shares in the aggregate (less shares previously repurchased under the share repurchase program) of the Company s Class B common stock. There were no shares repurchased under this program during the third quarter of 2014. In November 2014, we established a 2014 share repurchase program, which supersedes and replaces any prior repurchase programs, and authorized the Company to repurchase up to 3 million shares in the aggregate of the Company s Class B common stock. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions.

(2) Shares of restricted equity subject to vesting which were issued to a certain employee. We repurchased shares which were not already vested for $0.01 per share upon termination of employment.

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Item 4. Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

Exhibits:

(+)10.44	Pay-For-Call Distribution Agreement, by and between Yellowpages.com LLC, a Delaware limited liability company (d/b/a AT&T Interactive) and Marchex Sales, Inc., a Delaware corporation, effective as of January 1, 2011.
(+)10.45	Amendment No. 1 to Pay-For-Call Distribution Agreement, by and between Yellowpages.com LLC, a Delaware limited liability company (formally d/b/a AT&T Interactive or ATTi) and Marchex Sales LLC, a Delaware limited liability company and successor in interest to Marchex Sales, Inc., effective as of December 31, 2012.
31(i)	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(ii)	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.

Filed herewith.

Furnished herewith.

(+) Certain information in this Agreement has been omitted and filed separately with the SEC. Confidential treatment has been requested with respect to the omitted portions.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MARCHEX, INC.

By: /s/ MICHAEL M. MILLER
Name: **Michael M. Miller**
Title: **Senior VP Accounting and Corporate Controller**
(Principal Accounting Officer)

November 10, 2014