

O'Hare Robert
Form 4
November 06, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Hare Robert

(Last) (First) (Middle)

C/O 11150 SANTA MONICA
BOULEVARD, SUITE 600

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SPARK NETWORKS INC [LOV]

3. Date of Earliest Transaction
(Month/Day/Year)

11/02/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2017		D	19,000	D	11	0

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option (right to buy)	\$ 1.01	11/02/2017		D	400,000	<u>(2)</u> 03/30/2024	Common Stock 400,000
Stock Option (right to buy)	\$ 5.25	11/02/2017		D	60,000	04/01/2015 <u>(3)</u>	Common Stock 60,000
Stock Option (right to buy)	\$ 7.5	11/02/2017		D	120,000	04/01/2015 <u>(4)</u>	Common Stock 120,000
Stock Option (right to buy)	\$ 10	11/02/2017		D	180,000	04/01/2015 <u>(5)</u>	Common Stock 180,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Hare Robert C/O 11150 SANTA MONICA BOULEVARD SUITE 600 LOS ANGELES, CA 90025	Chief Financial Officer

Signatures

/s/ Robert W.
O'Hare 11/06/2017

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to the Agreement and Plan of Merger, dated as of May 2, 2017, by and among the Issuer, Affinitas GmbH, Spark Networks SE (f/k/a Blitz 17-655 SE) ("New Spark"), and Chardonnay Merger Sub, Inc., a wholly-owned subsidiary of New Spark (the "Merger Agreement"), in exchange for 0.1 American depositary shares of New Spark ("New Spark ADSs") per each share, with each

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New Spark ADS representing 0.1 ordinary shares of New Spark (the "Merger Consideration").

The stock option was granted on March 30, 2017 for 400,000 shares and was exchanged with an option to purchase a number of New Spark ADSs equal to 400,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1 vesting on the same terms.

- (2) The stock option was granted on April 1, 2015 for 60,000 shares and was exchanged with an option to purchase a number of New Spark ADSs equal to 60,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1.

- (3) The stock option was granted on April 1, 2015 for 120,000 shares and was exchanged with an option to purchase a number of New Spark ADSs equal to 120,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1.

- (4) The stock option was granted on April 1, 2015 for 180,000 shares and was exchanged with an option to purchase a number of New Spark ADSs equal to 180,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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