#### SPARK NETWORKS INC

Form 4

February 14, 2014

## FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1. Name and Address of Reporting Person \*

Number: 3235-0287

Expires: January 31,

**OMB APPROVAL** 

subject to Section 16. Form 4 or Expires: 2005
Estimated average

SECURITIES

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 5 obligations may continue. *See* Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common Stock, par

\$0.001 per share

02/13/2014

value

(Print or Type Responses)

402 CAPITAL LLC			Symbol				0	Issuer		
			SPARK NETWORKS INC [LOV]				OV]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				,	**		
5015 UNDERWOOD AVENUE			(Month/Day/Year) 02/12/2014					Director Officer (give below)	e title Othobelow)	
	(Street)		4. If Ame	ndment, Da	te Original			6. Individual or J	oint/Group Filir	ng(Check
			Filed(Mon	th/Day/Year)	)			Applicable Line) Form filed by (	One Reporting Pe	rson
OMAHA,, NE 68132							_X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of	2. Transaction Da			3.	4. Securit		•	5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year	r) Execution any	n Date, if	Transaction Code	on(A) or Dis (Instr. 3, 4		` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(		-	Day/Year)	(Instr. 8)	(		- /	Owned	Indirect (I)	Ownership
						(A)		Following Reported	(Instr. 4)	(Instr. 4)
						or		Transaction(s) (Instr. 3 and 4)		
Common				Code V	Amount	(D)	Price	· ·		
Stock, par value \$0.001 per share	02/12/2014			P	72,188	A	\$ 5.65 (5)	1,267,345 (1) (2) (4)	I	See Footnote (3)
511410										

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

P

1,400

See

(3)

Footnote

 $1,268,745 \stackrel{(1)}{=}$ 

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. ]
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Be
	Derivative				Securities			(Instr	. 3 and 4)		Ov
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tra
					of (D)						(In
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable Date	Title Nu	Number			
				~	<del></del> .				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
402 CAPITAL LLC 5015 UNDERWOOD AVENUE OMAHA,, NE 68132		X				
JACOBS IAN 5015 UNDERWOOD AVENUE OMAHA, NE 68132		X				

## **Signatures**

/s/ Ian V. Jacobs, Managing Member of 402 Capital, LLC	02/14/2014		
**Signature of Reporting Person	Date		
/s/ Ian V. Jacobs	02/14/2014		
**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).

The filing of this Form 4 shall not be construed as an admission that Ian V. Jacobs ("Mr. Jacobs"), the managing member of 402 Capital, LLC ("402 Capital"), or 402 Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the shares of common stock, par value \$0.001 (the "Common Stock") of Spark Networks, Inc. ("Issuer"), owned by 402 Fund, LP (the "Fund") or SCA Partners, LP ("SCA").

Reporting Owners 2

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- (2) Pursuant to Rule 16a-1, each of Mr. Jacobs and 402 Capital disclaims beneficial ownership except to the extent of their respective pecuniary interests.
  - The reported shares of Common Stock are held by SCA. After giving effect to the transactions reported in this Form 4, SCA holds 1,268,745 shares of Common Stock. 402 Capital controls the voting and disposition of the Common Stock held by SCA, of which 402
- (3) Capital is the investment manager. An affiliate of 402 Capital, for which Mr. Jacobs is the managing member, serves as the general partner of SCA and receives an allocation of net profits from SCA. Mr. Jacobs reports the shares held indirectly by 402 Capital because, as the managing member of 402 Capital at the time of purchase, Mr. Jacobs controlled the disposition and voting of the securities.
- As previously reported on the reporting persons' Form 3 with respect to the Issuer, (1) the Fund holds 1,212,950 shares of Common Stock, and 402 Capital and Mr. Jacobs report the shares held by the Fund because as the investment manager of the Fund, and the managing member of 402 Capital, respectively, they control the disposition and voting of the securities and (2) Mr. Jacobs holds 25,000 shares of Common Stock in his personal account.
- This transaction was executed in multiple trades at prices ranging from \$5.6350 to \$5.6500. The price reported above in Column 4 of

  Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.

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