

SPARK NETWORKS INC

Form 4

February 14, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
402 CAPITAL LLC

(Last) (First) (Middle)

5015 UNDERWOOD AVENUE

(Street)

OMAHA, NE 68132

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
SPARK NETWORKS INC [LOV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

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

| 1. Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 02/12/2014                              |   | P                                    | 72,188 A  | \$ 5.65<br>(5)   | 1,267,345 (1)<br>(2) (4)   | I See<br>Footnote<br>(3)  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 02/13/2014                              |   | P                                    | 1,400 A   | \$ 5.65<br>(2) (4)   | 1,268,745 (1)<br>(2) (4)   | I See<br>Footnote<br>(3)  |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| 402 CAPITAL LLC<br>5015 UNDERWOOD AVENUE<br>OMAHA,, NE 68132 |               | X         |         |       |
| JACOBS IAN<br>5015 UNDERWOOD AVENUE<br>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).

(1) 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").

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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

- (4) 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

- (5) 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.

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