

SPARK NETWORKS INC
Form 4
July 27, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
07/25/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | | | | | |

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| Derivative Security | | or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|-----|---|------|---|--------|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | |
| Restricted Stock Unit | (1) | | A | | 11,966 | | (2) | (3) | Common Stock | 11,966 |

Reporting Owners

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

Signatures

/s/ Ian V. Jacobs, Managing Member of 402 Capital, LLC
 **Signature of Reporting Person
 Date
 07/27/2016

/s/ Ian V. Jacobs
 **Signature of Reporting Person
 Date
 07/27/2016

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) Each restricted stock unit represents a contingent right to receive one share of the Spark Network, Inc.'s (the "Company") common stock. These shares represent a grant of restricted stock units to Ian V. Jacobs under the Company's 2007 Omnibus Incentive Plan on July 25, 2016. This grant was made in lieu of cash fees for non-employee director service on the Company's board of directors for the third and fourth quarters of 2016. Fifty percent (50%) of the restricted stock units subject to the award vest at the end of the third quarter on September 30, 2016, and the remaining fifty percent (50%) vest at the end of the fourth quarter on December 31, 2016, subject to the reporting person's continuous service as a director.
- (2) Not applicable.
- (3) Not applicable.

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.