

SPARK NETWORKS INC

Form 4

August 16, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Osmium Partners, LLC

(Last) (First) (Middle)

300 DRAKES LANDING  
ROAD, SUITE 172

(Street)

GREENBRAE, CA 94904

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/13/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/13/2016		M		5,795	A	<u>(1)</u>	68,652	I	By John H. Lewis directly <u>(2)</u>
Common Stock	08/15/2016		P		26,500	A	\$ <u>1.4969</u> <u>(3)</u>	364,243	I	By Osmium Spartan, LP <u>(2)</u>
Common Stock	08/16/2016		P		25,000	A	\$ <u>1.4624</u> <u>(4)</u>	1,598,115	I	By Osmium Capital, LP <u>(2)</u>

# Edgar Filing: SPARK NETWORKS INC - Form 4

Common Stock	1,197,699	I	By Osmium Capital II, LP <sup>(2)</sup>
Common Stock	282,400	I	By Osmium Diamond, LP <sup>(2)</sup>

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 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)		8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	08/13/2016		M		5,795		<u>(5)</u>	<u>(6)</u>	Common Stock	5,795	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osmium Partners, LLC 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X	X		
Lewis John Hartnett 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X	X		

OSMIUM CAPITAL LP  
300 DRAKES LANDING ROAD  
SUITE 172  
GREENBRAE, CA 94904

X X

Osmium Capital II, LP  
300 DRAKES LANDING ROAD  
SUITE 172  
GREENBRAE, CA 94904

X X

OSMIUM SPARTAN L P  
300 DRAKES LANDING ROAD  
SUITE 172  
GREENBRAE, CA 94904

X X

Osmium Diamond, LP  
300 DRAKES LANDING ROAD  
SUITE 172  
GREENBRAE, CA 94904

X X

## Signatures

/s/ John H. Lewis, individually, and as Managing Member of Osmium Partners, LLC, for  
itself and as General Partner of Osmium Capital, LP, Osmium Capital II, LP, Osmium  
Spartan, LP and Osmium Diamond, LP

08/16/2016

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Spark Networks, Inc.'s common stock.

(2) The general partner of Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP and Osmium Diamond, LP is Osmium Partners, LLC. John H. Lewis is the controlling member of Osmium Partners, LLC, and Mr. Lewis may be deemed to have voting and dispositive power with respect to the shares held by Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP and Osmium Diamond, LP. Mr. Lewis disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.

(3) This transaction was executed in multiple trades at prices ranging from \$1.48 to \$1.50. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$1.46 to \$1.47. 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.

(5) Twenty-five percent (25%) of the restricted stock units subject to the award vest on each three month anniversary of the grant, such that one hundred percent (100%) of the award shall be vested upon the one year anniversary of the grant. In addition, all of the restricted stock units subject to the award vest fully upon a change in control.

(6) Not applicable.

### Remarks:

For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person may be deemed to be a  
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: SPARK NETWORKS INC - Form 4

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.