SPARK NETWORKS INC

Form 4

January 12, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

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may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

402 CAPITAL LLC			Symbol SPARK NETWORKS INC [LOV]				V]	Issuer		
(Last) (First) (Middle) 5015 UNDERWOOD AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 01/11/2017					(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)		
				I. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person		
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye:	ar) Execution	emed on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	01/11/2017			<u>J(1)</u>	353,041	D	\$ 0 (1)	1,079,797	I	By SCA Partners, LP (2) (3) (4)
Common Stock								60,146	I	By Ian V. Jacobs directly
Common Stock								1,215,950	I	By 402 Fund, LP

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

(2)(3)(4)

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SEC 1474 (9-02)

number.

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. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
						Date	Expiration		mber	
						Exercisable	Date	of	illoci	
				Code V	(A) (D)			Sha	ares	

Reporting Owners

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

Signatures

/s/ Ian V. Jacobs, Managing Member of 402 Capital, 01/12/2017 LLC

**Signature of Reporting Person Date

/s/ Ian V. Jacobs 01/12/2017 **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).
- Represents in-kind distribution of shares by the Reporting Person to a limited partner of SCA Partners, LP ("SCA") over which there is (1) no longer any beneficial ownership or pecuniary interest therein.

(2)

Reporting Owners 2

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The filing of this Form 4 shall not be construed as an admission that Mr. Jacobs, the managing member of 402 Capital, LLC ("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 Spark Networks, Inc.'s ("Issuer") common stock, par value \$0.001 per share (the "Common Stock"), owned by 402 Fund, LP (the "Fund") or SCA.

As previously reported on the reporting persons' Form 3 and Form 4s with respect to the Issuer, (i) the Fund holds 1,215,950 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 (ii) SCA holds

- (3) 1,079,797 shares of Common Stock, and 402 Capital controls the voting and disposition of the Common Stock held by SCA, of which 402 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.
- (4) Pursuant to Rule 16a-1, each of Mr. Jacobs and 402 Capital disclaims beneficial ownership except to the extent of their respective pecuniary interests.

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. 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.