

SPARK NETWORKS INC

Form 4

March 23, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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)  
03/21/20174. 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	(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)
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	Derivative Security		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1	03/21/2017	A		24,000		(1)	03/21/2024	Common Stock	24,000
Restricted Stock Unit	(2)	03/21/2017	A		50,348		(3)	(4)	Common Stock	50,348

## 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 03/23/2017

\_\_Signature of Reporting Person

Date

/s/ Ian V. Jacobs 03/23/2017

\_\_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).
- (1) Twenty-five percent (25%) of the options vest in four equal installments at end of each fiscal quarter during 2017.
- (2) Each restricted stock unit represents a contingent right to receive one share of Spark Networks, Inc.'s ("Issuer") common stock, par value \$0.001 per share (the "Common Stock").  
  
These shares represent a grant of restricted stock units under the Company's 2007 Omnibus Incentive Plan on March 21, 2017. This grant was made in lieu of cash fees for non-employee director service on the Company's board of directors for 2017. Twenty-five percent (25%) of the restricted stock units subject to the award vest at the end of each fiscal quarter during 2017, subject to the reporting person's continuous service as a director.
- (3)
- (4) 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.

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