Edgar Filing: O'Hare Robert - Form 4

O'Hare Rober	t										
Form 4											
November 06	, 2017										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL		
	UNITE	D STATES		ITIES Al hington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31	
subject to	STATE	EMENT O	F CHAN	GES IN BENEFICIAL OWN				NERSHIP OF	Estimated a	2005 average	
Section 16				SECUR	ITIES				burden hours per		
Form 4 or Form 5	Form 4 or								response 0.5		
obligation							-	ge Act of 1934,			
may conti	nue. Section 1		of the Inv					f 1935 or Sectio	n		
See Instru- 1(b).	ction	50(II)		vestment	company	Act	0117-	TO			
(Print or Type R	esponses)										
1. Name and Address of Reporting Person * O'Hare Robert2. Issuer Symbol				ssuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			-	NETWO	RKS INC	C [LC	DV]				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)				
				onth/Day/Year)				Director 10% Owner			
	ANTA MONI		11/02/20)17				X Officer (give below)	e title Oth below)	er (specify	
BOULEVAR	RD, SUITE 60	0						Chief	Financial Offic	er	
				mendment, Date Original				6. Individual or Joint/Group Filing(Check			
				(Month/Day/Year)				Applicable Line)			
		-						_X_Form filed by 0 Form filed by N			
LOS ANGEI	LES, CA 9002	.5						Person		porting	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	amed3.4. Securities Acquiredon Date, ifTransaction(A) or Disposed of CodeCode(D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)				l of	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
2				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	11/02/2017			D	19,000	D	<u>(1)</u>	0	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Stock Option (right to buy)	\$ 1.01	11/02/2017		D		400,000	(2)	03/30/2024	Common Stock	400,00
Stock Option (right to buy)	\$ 5.25	11/02/2017		D		60,000	04/01/2015	<u>(3)</u>	Common Stock	60,000
Stock Option (right to buy)	\$ 7.5	11/02/2017		D		120,000	04/01/2015	<u>(4)</u>	Common Stock	120,00
Stock Option (right to buy)	\$ 10	11/02/2017		D		180,000	04/01/2015	(5)	Common Stock	180,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
O'Hare Robert C/O 11150 SANTA MONICA BOULEVARD SUITE 600 LOS ANGELES, CA 90025			Chief Financial Officer			
Signatures						
/s/ Robert W.						

O'Hare <u>**</u>Signature of Reporting Person 11/06/2017 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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of May 2, 2017, by and among the Issuer, Affinitas GmbH, Spark Networks SE (f/k/a Blitz 17-655 SE) ("New Spark"), and Chardonnay Merger Sub, Inc., a wholly-owned subsidiary of New Spark (the "Merger Agreement"), in exchange for 0.1 American depositary shares of New Spark ("New Spark ADSs") per each share, with each

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New Spark ADS representing 0.1 ordinary shares of New Spark (the "Merger Consideration").

- The stock option was granted on March 30, 2017 for 400,000 shares and was exchanged with an option to purchase a number of New(2) Spark ADSs equal to 400,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1 vesting on the same terms.
- The stock option was granted on April 1, 2015 for 60,000 shares and was exchanged with an option to purchase a number of New Spark(3) ADSs equal to 60,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1.
- The stock option was granted on April 1, 2015 for 120,000 shares and was exchanged with an option to purchase a number of New Spark(4) ADSs equal to 120,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1.
- The stock option was granted on April 1, 2015 for 180,000 shares and was exchanged with an option to purchase a number of New Spark(5) ADSs equal to 180,000 multiplied by 0.1, with an exercise price per share (rounded up to the nearest whole cent) equal to the per share exercise price specified in such stock option, divided by 0.1.

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.