

KREINBERG JOSHUA

Form 4

January 07, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KREINBERG JOSHUA

(Last) (First) (Middle)

C/O SPARK NETWORKS,
INC., 8383 WILSHIRE BLVD.
SUITE 800

(Street)

BEVERLY HILLS, CA 90211

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SPARK NETWORKS INC [LOV]

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

01/05/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Gen. Counsel & Corp. Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Share Option (right to buy)	\$ 6.4	01/05/2009	D		100,000	(1)	04/06/2013	Common Stock	1
Employee Share Option (right to buy)	\$ 5.27	01/05/2009	D		20,000	(3)	02/05/2014	Common Stock	2
Employee Share Option (right to buy)	\$ 5.35	01/05/2009	D		70,000	(5)	07/02/2014	Common Stock	4
Employee Share Option (right to buy)	\$ 3	01/05/2009	A		190,000	(7)	01/05/2016	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KREINBERG JOSHUA C/O SPARK NETWORKS, INC. 8383 WILSHIRE BLVD. SUITE 800 BEVERLY HILLS, CA 90211	Gen. Counsel & Corp. Secretary

Signatures

/s/ Joshua
Kreinberg
01/06/2009
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) The option vested 25% on April 6, 2007 and 6.25% quarterly thereafter.

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On January 5, 2009 (the "Grant Date"), the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on April 6, 2006. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.

(3) The option vests 6.25% quarterly from January 1, 2007.

On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 5, 2007. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.

(5) The option provided for 25% of the options to vest on April 1, 2008 and 6.25% quarterly, thereafter.

On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on July 2, 2008. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.

(7) 80,133 of the options will vest on January 5, 2010 and the remaining options will vest monthly in equal installments until four (4) years after the Grant Date.

On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, options previously granted to the reporting person as described in footnotes (2), (4) and (6) above. In exchange, the reporting person received replacement options on the Grant Date, for the same number of shares cancelled in the aggregate, having an exercise price of \$3.00 per share.

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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