

Goldberg Bradley
Form 4
November 06, 2017

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goldberg Bradley

(Last) (First) (Middle)

C/O 11150 SANTA MONICA BOULEVARD, SUITE 600

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/02/2017 | | D | 159,658 | D 0 | D | |
| Common Stock | 11/02/2017 | | M | 5,914 | A 5,914 | D | |
| Common Stock | 11/02/2017 | | D | 5,914 | D 0 | D | |
| Common Stock | 11/02/2017 | | M | 11,065 | A 11,065 | D | |
| Common Stock | 11/02/2017 | | D | 11,065 | D 0 | D | |

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | (2) | 11/02/2017 | | M | 5,914 | (2) | (2) | Common Stock | 5,914 |
| Restricted Stock Unit | (2) | 11/02/2017 | | M | 11,065 | (2) | (2) | Common Stock | 11,065 |
| Stock Option (right to buy) | \$ 1 | 11/02/2017 | | D | 24,000 | (3) | 03/21/2024 | Common Stock | 24,000 |
| Stock Option (right to buy) | \$ 1.45 | 11/02/2017 | | D | 50,000 | (4) | 08/18/2023 | Common Stock | 50,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goldberg Bradley
C/O 11150 SANTA MONICA BOULEVARD
SUITE 600
LOS ANGELES, CA 90025

X

Signatures

/s/ Robert W. O'Hare,
Attorney-in-fact

11/06/2017

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

(2) Pursuant to the Merger Agreement, unvested restricted stock units ("RSUs") were converted to the issuer's common stock immediately prior to the effective time of the merger and exchanged for New Spark ADSs upon effectiveness of the merger.

(3) The stock option was granted on March 21, 2017 for 24,000 shares and was exchanged with an option to purchase a number of New Spark ADSs equal to 24,000 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.

(4) The stock option was granted on August 18, 2016 for 50,000 shares and was exchanged with an option to purchase a number of New Spark ADSs equal to 50,000 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.

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