

O'Hare Robert
 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 *
 O'Hare Robert

(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
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

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 Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	11/02/2017		D	19,000	D 11 0	D	

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

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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)

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

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

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

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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 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.

- (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.
- (3) 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 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.

- (4) 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 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.

- (5) 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 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.

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