

Lewis John Hartnett
Form 4
November 06, 2017

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 *
Osmium Partners, LLC

(Last) (First) (Middle)

300 DRAKES LANDING
ROAD, SUITE 172

(Street)

GREENBRAE, CA 94904

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/02/2017		D		127,492	D	<u>(1)</u> 0	I	By John H. Lewis directly <u>(2)</u>
Common Stock	11/02/2017		M		13,693	A	<u>(3)</u> 13,693	I	By John H. Lewis directly <u>(2)</u>
Common Stock	11/02/2017		D		13,693	D	<u>(1)</u> 0	I	By John H. Lewis directly <u>(2)</u>
Common Stock	11/02/2017		D		1,994,226	D	<u>(1)</u> 0	I	By Osmium

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Common Stock	11/02/2017	D	1,197,699	D	<u>(1)</u>	0	I	Capital, LP ⁽²⁾
Common Stock	11/02/2017	D	507,144	D	<u>(1)</u>	0	I	By Osmium Capital II, LP ⁽²⁾
Common Stock	11/02/2017	D	402,089	D	<u>(1)</u>	0	I	By Osmium Spartan, LP ⁽²⁾
Common Stock	11/02/2017	D	402,089	D	<u>(1)</u>	0	I	By Osmium Diamond, LP ⁽²⁾

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	11/02/2017		M		13,693		(3)	(3)	Common Stock	13,693
Stock Option (right to buy)	\$ 1	11/02/2017		D		24,000		(4)	03/21/2024	Common Stock	24,000
Stock Option (right to buy)	\$ 5.37	11/02/2017		D		50,000		(5)	07/07/2021	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osmium Partners, LLC 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X			
Lewis John Hartnett 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X			
OSMIUM CAPITAL LP 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X			
Osmium Capital II, LP 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X			
OSMIUM SPARTAN L P 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X			
Osmium Diamond, LP 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904	X			

Signatures

/s/ John H. Lewis, individually, and as Managing Member of Osmium Partners, LLC, for itself and as General Partner of Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP and Osmium Diamond, LP

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) The general partner of Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP and Osmium Diamond, LP is Osmium Partners, LLC. John H. Lewis is the controlling member of Osmium Partners, LLC, and Mr. Lewis may be deemed to have voting and dispositive power with respect to the shares held by Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP and Osmium Diamond, LP. Mr. Lewis disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis is the beneficial owner of the shares for purposes of Section 16 of the

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Securities and Exchange Act of 1934 or for any other purpose.

- (3) 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.
- 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 July 7, 2014 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.
- (5)

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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