

SPARK NETWORKS INC
Form SC 13D/A
May 09, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 10)*

Spark Networks, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

84651P100

(CUSIP Number)

Great Hill Partners

Attn: Laurie T. Gerber

One Liberty Square, Boston, MA 02109

(617) 790-9430

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 9, 2013

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 84651P100

2

1. Names of reporting persons.

Great Hill Investors, LLC

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Massachusetts

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 41,648
9. Sole dispositive power

person

with 0

10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

41,648

11. Aggregate amount beneficially owned by each reporting person

41,648

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 84651P100

3

1. Names of reporting persons.

Great Hill Equity Partners II Limited Partnership

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 2,961,412
9. Sole dispositive power

person

with 0

10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

2,961,412

11. Aggregate amount beneficially owned by each reporting person

2,961,412

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

12.8%

14. Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 84651P100

4

1. Names of reporting persons.

Great Hill Affiliate Partners II, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 112,823
9. Sole dispositive power

person

with 0

10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

112,823

11. Aggregate amount beneficially owned by each reporting person

112,823

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 84651P100

5

1. Names of reporting persons.

Great Hill Partners GP II, LLC

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Massachusetts

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 3,074,235
9. Sole dispositive power

person

with 0

10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

3,074,235

11. Aggregate amount beneficially owned by each reporting person

3,074,235

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

13.2%

14. Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 84651P100

6

1. Names of reporting persons.

Great Hill Equity Partners III, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 1,592,617

9. Sole dispositive power

person

with

0
10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

1,592,617

11. Aggregate amount beneficially owned by each reporting person

1,592,617

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

6.9%

14. Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 84651P100

7

1. Names of reporting persons.

Great Hill Partners GP III, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 1,592,617
9. Sole dispositive power

person

with 0

10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

1,592,617

11. Aggregate amount beneficially owned by each reporting person

1,592,617

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

6.9%

14. Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 84651P100

8

1. Names of reporting persons.

GHP III, LLC

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 1,592,617
9. Sole dispositive power

person

with 0

10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

1,592,617

11. Aggregate amount beneficially owned by each reporting person

1,592,617

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

6.9%

14. Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 84651P100

9

1. Names of reporting persons.

Matthew T. Vettel

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States of America

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 1,634,265
9. Sole dispositive power

person

with 0

10. Shared dispositive power

Edgar Filing: SPARK NETWORKS INC - Form SC 13D/A

1,634,265

11. Aggregate amount beneficially owned by each reporting person

1,634,265

12. Check Box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

7.0%

14. Type of reporting person (see instructions)

IN

SCHEDULE 13D

CUSIP No. 84651P100

10

1. Names of reporting persons.

Stephen F. Gormley

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

Not applicable.

5. Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States of America

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 3,115,883
9. Sole dispositive power

person

with 0

10. Shared dispositive power

3,115,883

11. Aggregate amount beneficially owned by each reporting person

3,115,883

12. Check Box if the aggregate amount in Row (11) excludes certai