

SPARK NETWORKS INC
Form 4
March 20, 2014

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 *
402 CAPITAL LLC

(Last) (First) (Middle)

5015 UNDERWOOD AVENUE

(Street)

OMAHA, NE 68132

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 03/18/2014 | | P | 5,300 A | \$ 4.9 | 1,665,515 ⁽¹⁾ _{(2) (4)} I | See Footnote ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 03/19/2014 | | P | 69,961 A | \$ 4.9479 ⁽⁵⁾ | 1,735,476 ⁽¹⁾ _{(2) (4)} I | See Footnote ⁽³⁾ |
| Common Stock, par | 03/20/2014 | | P | 37,300 A | \$ 4.9495 | 1,772,776 ⁽¹⁾ _{(2) (4)} I | See Footnote |

value (6) (3)
 \$0.001 per
 share

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu | Deriv | Secur | Bene | Own | Follo | Repor | Trans | (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|-------|-------|------|-----|-------|-------|-------|--------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | | | |
| | | | | | | Code | V | (A) | (D) | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 402 CAPITAL LLC 5015 UNDERWOOD AVENUE OMAHA, NE 68132 | | X | | |
| JACOBS IAN 5015 UNDERWOOD AVENUE OMAHA, NE 68132 | | X | | |

Signatures

/s/ Ian V. Jacobs, Managing Member of 402 Capital, LLC 03/20/2014

__Signature of Reporting Person

Date

Ian V. Jacobs

03/20/2014

__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) The filing of this Form 4 shall not be construed as an admission that Ian V. Jacobs ("Mr. Jacobs"), the managing member of 402 Capital, LLC ("402 Capital"), or 402 Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the shares of common stock, par value \$0.001 (the "Common Stock") of Spark Networks, Inc. ("Issuer"), owned by 402 Fund, LP (the "Fund") or SCA Partners, LP ("SCA").

(2) Pursuant to Rule 16a-1, each of Mr. Jacobs and 402 Capital disclaims beneficial ownership except to the extent of their respective pecuniary interests.

(3) The reported shares of Common Stock are held by SCA. After giving effect to the transactions reported in this Form 4, SCA holds 1,772,776 shares of Common Stock. 402 Capital controls the voting and disposition of the Common Stock held by SCA, of which 402 Capital is the investment manager. An affiliate of 402 Capital, for which Mr. Jacobs is the managing member, serves as the general partner of SCA and receives an allocation of net profits from SCA. Mr. Jacobs reports the shares held indirectly by 402 Capital because, as the managing member of 402 Capital at the time of purchase, Mr. Jacobs controlled the disposition and voting of the securities.

(4) As previously reported on the reporting persons' Form 3 and Form 4s with respect to the Issuer, (1) the Fund holds 1,212,950 shares of Common Stock, and 402 Capital and Mr. Jacobs report the shares held by the Fund because as the investment manager of the Fund, and the managing member of 402 Capital, respectively, they control the disposition and voting of the securities and (2) Mr. Jacobs holds 25,000 shares of Common Stock in his personal account.

(5) This transaction was executed in multiple trades at prices ranging from \$4.9220 to \$4.9500. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.

(6) This transaction was executed in multiple trades at prices ranging from \$4.9200 to \$4.9600. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.

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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