

GORMLEY STEPHEN F
Form 4
June 14, 2006

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 *
GREAT HILL INVESTORS LLC

(Last) (First) (Middle)

ONE LIBERTY SQUARE, 13TH FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2006

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) ___X___ Other (specify below)
Member of > 10% 13(d) group

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)			
Ordinary Shares ⁽¹⁾ ₍₂₎	06/13/2006		P	V	12,359	A	\$ 5.5	81,221 ⁽¹⁾ ₍₂₎	I ⁽²⁾	See Footnote Below ⁽²⁾
Ordinary Shares ⁽¹⁾ _{(3) (4)}	06/13/2006		P	V	3,072,641	A	\$ 5.5	9,003,779 ⁽¹⁾ _{(3) (4)}	I ⁽³⁾ ₍₄₎	See Footnotes Below ⁽³⁾ ₍₄₎

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREAT HILL INVESTORS LLC ONE LIBERTY SQUARE 13TH FLOOR BOSTON, MA 02109				Member of > 10% 13(d) group
GAFFNEY CHRISTOPHER S ONE LIBERTY SQUARE, 13TH FLOOR BOSTON, MA 02109				Member of > 10% 13(d) group
GORMLEY STEPHEN F ONE LIBERTY SQUARE, 13TH FLOOR BOSTON, MA 02109				Member of > 10% 13(d) group
HAYES JOHN G ONE LIBERTY SQUARE, 13TH FLOOR BOSTON, MA 02109				Member of > 10% 13(d) group

Signatures

/s/ John G. Hayes, A Manager of Great Hill Investors, LLC

06/14/2006

**Signature of Reporting Person

Date

/s/ Christopher S. Gaffney

06/14/2006

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**Signature of Reporting Person	Date
/s/ Stephen F. Gormley	06/14/2006
**Signature of Reporting Person	Date
/s/ John G. Hayes	06/14/2006
**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) Represents ordinary shares of Spark Networks plc, par value 0.01 pound per share (the "Ordinary Shares") (including global depositary shares representing Ordinary Shares). This report is filed jointly by Great Hill Investors, LLC ("GHI"), Stephen F. Gormley ("Gormley"), Christopher S. Gaffney ("Gaffney") and John G. Hayes ("Hayes"), and together with (GHI, Gormley and Gaffney, the "Reporting Persons"). The Reporting Persons may be deemed part of a group with Great Hill Equity Partners II Limited Partnership ("GHEPII"), Great Hill Affiliate Partners II, L.P. ("GHAPII") Great Hill Partners GP II, LLC ("GPII"), Matthew T. Vettel ("Vettel"), Great Hill Equity Partners III, L.P. ("GHEPIII"), Great Hill Partners GP III, L.P. ("GHEPIIIIGP") and GHP III, LLC ("GPIII").
 - (2) GHI directly beneficially owns an aggregate of 81,221 Ordinary Shares (including 52,529 global depositary shares representing Ordinary Shares). Gormley, Gaffney and Hayes are the managers of GHI, and as such, may be deemed to indirectly beneficially own the Ordinary Shares beneficially owned by GHI. Each of Gormley, Gaffney and Hayes disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
 - (3) Gaffney and Hayes are managers of GPIII, and as such, may be deemed to indirectly beneficially own the Ordinary Shares (all of which are global depositary shares representing Ordinary Shares) beneficially owned by GPIII. GPIII is the sole general partner of GHEPIIIIGP and may be deemed to indirectly beneficially own the Ordinary Shares beneficially owned by GHEPIIIIGP. GHEPIIIIGP is the sole general partner of GHEPIII and may be deemed to indirectly beneficially own the Ordinary Shares beneficially owned by GHEPIII. GHEPIII directly beneficially owns an aggregate of 3,072,641 Ordinary Shares. Each of Gaffney and Hayes disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (4) Gaffney and Hayes are the managers of GPII, and as such, may be deemed to indirectly beneficially own the Ordinary Shares beneficially owned by GPII. GPII is the sole general partner of GHEPII and GHAPII and may be deemed to indirectly beneficially own the Ordinary Shares beneficially owned by GHEPII and GHAPII. GHEPII directly beneficially owns an aggregate of 5,713,465 Ordinary Shares (including 3,332,854 global depositary shares representing Ordinary Shares). GHAPII directly beneficially owns an aggregate of 217,673 Ordinary Shares (including 126,976 global depositary shares representing Ordinary Shares). Each of Gaffney and Hayes disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.