

JACOBS IAN  
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 \*  
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)  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 11/02/2017                           |  | D                              | 97,907  | D <u>1</u> 0  | I  | By Ian V. Jacobs directly                             |
| Common Stock                    | 11/02/2017                           |  | M                              | 12,587  | A <u>2</u> 12,587   | I  | By Ian V. Jacobs directly                             |
| Common Stock                    | 11/02/2017                           |  | D                              | 12,587  | D <u>1</u> 0  | I  | By Ian V. Jacobs directly                             |
| Common Stock                    | 11/02/2017                           |  | D                              | 1,079,797   | D <u>1</u> 0  | I  | By SCA Partners, LP <u>(3)</u> <u>(4)</u>             |

|              |            |   |           |   |            |   |   |  |
|--------------|------------|---|-----------|---|------------|---|---|--|
| Common Stock | 11/02/2017 | D | 1,215,950 | D | <u>(1)</u> | 0 | I | (5)<br>By 402 Fund, LP<br><u>(3)</u> <u>(4)</u> <u>(5)</u> |
|--------------|------------|---|-----------|---|------------|---|---|--|

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Restricted Stock Unit                      | <u>(2)</u>   | 11/02/2017                           |  | M                              | 12,587  | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 12,587                     |
| Stock Option (right to buy)                | \$ 1   | 11/02/2017                           |  | D                              | 24,000  | <u>(6)</u> 03/21/2024                                    | Common Stock  | 24,000                     |
| Stock Option (right to buy)                | \$ 5.37  | 11/02/2017                           |  | D                              | 50,000  | <u>(7)</u> 07/07/2021                                    | Common Stock  | 50,000                     |

## Reporting Owners

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

5015 UNDERWOOD AVENUE  
 OMAHA, NE 68132

## Signatures

/s/ Ian V. Jacobs, Managing Member of 402 Capital,  
 LLC 11/06/2017

\_\_Signature of Reporting Person Date

/s/ Ian V. Jacobs 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) 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.
  - (3) The filing of this Form 4 shall not be construed as an admission that Mr. Jacobs, the managing member of 402 Capital, LLC ("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 the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), owned by 402 Fund, LP (the "Fund") or SCA.
 

As previously reported on the reporting persons' Form 3 and Form 4s with respect to the Issuer, (i) the Fund holds 1,215,950 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 (ii) SCA holds
  - (4) 1,079,797 shares of Common Stock, and 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.
  - (5) Pursuant to Rule 16a-1, each of Mr. Jacobs and 402 Capital disclaims beneficial ownership except to the extent of their respective pecuniary interests.
  - (6) 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.
  - (7) 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.

### 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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