

SPARK NETWORKS INC
Form 4
November 26, 2013

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,

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SPARK NETWORKS INC [LOV]

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

11/25/2013

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	11/25/2013		S	V	Amount: 2,547,552 Price: \$ 5.7	382,132 ⁽¹⁾ ₍₂₎	I See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	11/25/2013		S	V	Amount: 97,057 Price: \$ 5.7	14,558 ⁽¹⁾ ⁽³⁾	I See Footnotes <u>(1)</u> <u>(3)</u>

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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 BOSTON, MA 02109		X		
GREAT HILL EQUITY PARTNERS II LP ONE LIBERTY SQUARE BOSTON, MA 02109		X		
GREAT HILL AFFILIATE PARTNERS II LP ONE LIBERTY SQUARE BOSTON, MA 02109		X		
GREAT HILL PARTNERS GP II LLC ONE LIBERTY SQUARE BOSTON, MA 02109		X		
GAFFNEY CHRISTOPHER S C/O GREAT HILL PARTNERS ONE LIBERTY SQUARE BOSTON, MA 02109		X		
GORMLEY STEPHEN F C/O GREAT HILL PARTNERS ONE LIBERTY SQUARE BOSTON, MA 02109		X		
HAYES JOHN G C/O GREAT HILL PARTNERS ONE LIBERTY SQUARE BOSTON, MA 02109		X		

Signatures

/s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Investors, LLC	11/26/2013
__Signature of Reporting Person	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Equity Partners II Limited Partnership	11/26/2013
__Signature of Reporting Person	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Affiliate Partners II, L.P.	11/26/2013
__Signature of Reporting Person	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Partners GP II, LLC	11/26/2013
__Signature of Reporting Person	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Christopher S. Gaffney	11/26/2013
__Signature of Reporting Person	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Stephen F. Gormley	11/26/2013
__Signature of Reporting Person	Date
/s/ Laurie T. Gerber, as attorney-in-fact for John G. Hayes	11/26/2013
__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) This report is filed jointly by Great Hill Equity Partners II Limited Partnership ("GHEP II"), Great Hill Affiliate Partners II, L.P. ("GHAP II"), Great Hill Partners GP II, LLC ("GHPIIGP", and together with GHEP II and GHAP II, the "Reporting Entities"), Christopher S. Gaffney ("Gaffney"), Stephen F. Gormley ("Gormley"), and John G. Hayes ("Hayes", and together with Gaffney and Gormley, the "Reporting Persons"). The Reporting Entities and the Reporting Persons may be deemed to be part of a group for reporting purposes.

These shares are directly held by GHEP II. GHPIIGP is the sole general partner of GHEP II. The Reporting Persons are managers of GHPIIGP (Gormley is a retired manager) and as such, together with GHPIIGP, may be deemed to indirectly beneficially own the common stock beneficially owned by GHEP II. The Reporting Persons and GHPIIGP each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
 - (2) These shares are directly held by GHAP II. GHPIIGP is the sole general partner of GHAP II. The Reporting Persons are managers of GHPIIGP (Gormley is a retired manager) and as such, together with GHPIIGP, may be deemed to indirectly beneficially own the common stock beneficially owned by GHAP II. The Reporting Persons and GHPIIGP each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
 - (3) These shares are directly held by GHAP II. GHPIIGP is the sole general partner of GHAP II. The Reporting Persons are managers of GHPIIGP (Gormley is a retired manager) and as such, together with GHPIIGP, may be deemed to indirectly beneficially own the common stock beneficially owned by GHAP II. The Reporting Persons and GHPIIGP each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Remarks:

Great Hill Investors, LLC ("GHI") is the designated filer on behalf of the following reporting owners: Great Hill Equity Partners II, L.P.

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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