

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 | 36,215 | D | |
| | | | | | \$ 5.7 | | |
| | | | | | 5,433 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | 11/25/2013 | | S | | 1,370,046 | D | |
| | | | | | \$ 5.7 | | |
| | | | | | 205,507 ⁽¹⁾ ⁽³⁾ | I | See Footnotes ⁽¹⁾ ⁽³⁾ |

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 Following Transaction (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 III LP ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | |
| Great Hill Partners GP III, L.P. ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | |
| GHP III, LLC C/O GREAT HILL PARTNERS 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 | | X | | |

BOSTON, MA 02109

Vettel Matthew T
 C/O GREAT HILL PARTNERS
 ONE LIBERTY SQUARE
 BOSTON, MA 02109 X

Kumin Michael Andrew
 C/O GREAT HILL PARTNERS
 ONE LIBERTY SQUARE
 BOSTON, MA 02109 X

Taber Mark D.
 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 III, L.P. | 11/26/2013 |
| **Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Partners GP III, L.P. | 11/26/2013 |
| **Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for GHP III, 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 |
| /s/ Laurie T. Gerber, as attorney-in-fact for Michael A. Kumin | 11/26/2013 |
| **Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Mark D. Taber | 11/26/2013 |
| **Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Matthew T. Vettel | 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)

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This report is filed jointly by Great Hill Investors, LLC ("GHI"), Great Hill Equity Partners III, L.P. ("GHEP III"), Great Hill Partners GP III, L.P. ("GHEPIIIGP"), GHP III, LLC ("GHPIII", and together with GHI, GHEPIIIGP and GHEP III, the "Reporting Entities"), Christopher S. Gaffney ("Gaffney"), Stephen F. Gormley ("Gormley"), John G. Hayes ("Hayes"), Michael A. Kumin ("Kumin"), Mark D. Taber ("Taber"), and Matthew T. Vettel ("Vettel", and together with Gaffney, Gormley, Hayes, Kumin, and Taber, the "Reporting Persons"). The Reporting Entities and the Reporting Persons may be deemed to be part of a group for reporting purposes.

- (2) These shares are directly held by GHI. Gaffney, Hayes, Vettel, and Gormley are managers of GHI (Gormley is a retired manager) and, as such, may be deemed to indirectly beneficially own the common stock beneficially owned by GHI. Gaffney, Hayes, Vettel, and Gormley each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

- (3) These shares are directly held by GHEP III. GHEPIIIGP is the sole general partner of GHEP III, and GHPIII is the sole general partner of GHEPIIIGP. Gaffney, Hayes, Kumin, Taber, and Vettel are members of the investment and executive committees of GHPIII and as such, together with GHEPIIIGP and GHPIII, may be deemed to indirectly beneficially own the common stock beneficially owned by GHEP III. Gaffney, Hayes, Kumin, Taber, Vettel, GHEPIIIGP, and GHPIII 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 III, L.P. ("GHEP III"), Great Hill Partners GP III, L.P. ("GHEPIIIGP"), GHP III, LLC ("GHPIII"), Christopher S. Gaffney ("Gaffney"), Stephen F. Gormley ("Gormley"), John G. Hayes ("Hayes"), Michael A. Kumin ("Kumin"), Mark D. Taber ("Taber"), and Matthew T. Vettel ("Vettel").

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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