

SPARK NETWORKS INC

Form 4

October 04, 2016

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 *
Osmium Partners, LLC

(Last) (First) (Middle)

300 DRAKES LANDING ROAD, SUITE 172

(Street)

GREENBRAE, CA 94904

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/30/2016 | | M | 5,983 A <u>1</u> | 74,635 | I | By John H. Lewis directly ⁽²⁾ |
| Common Stock | | | | | 1,730,115 | I | By Osmium Capital, LP ⁽²⁾ |
| Common Stock | | | | | 1,197,699 | I | By Osmium Capital II, LP ⁽²⁾ |
| Common Stock | | | | | 416,144 | I | By Osmium Spartan, LP |

| | | | |
|--------------|---------|---|----------------------------------|
| Common Stock | 282,400 | I | (2) By Osmium Diamond, LP (2) |
|--------------|---------|---|----------------------------------|

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit | (1) | 09/30/2016 | | M | 5,983 | (3) | (4) | Common Stock | 5,983 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Osmium Partners, LLC 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904 | X | X | | |
| OSMIUM CAPITAL LP 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904 | X | X | | |
| Osmium Capital II, LP 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904 | X | X | | |

OSMIUM SPARTAN L P
 300 DRAKES LANDING ROAD X X
 SUITE 172
 GREENBRAE, CA 94904

Osmium Diamond, LP
 300 DRAKES LANDING ROAD X X
 SUITE 172
 GREENBRAE, CA 94904

Signatures

/s/ John H. Lewis, individually, and as Managing Member of Osmium Partners, LLC, for
 itself and as General Partner of Osmium Capital, LP, Osmium Capital II, LP, Osmium
 Spartan, LP and Osmium Diamond, LP

10/04/2016

__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) Each restricted stock unit represents a contingent right to receive one share of the Spark Network, Inc.'s (the "Company") common stock.

 The general partner of Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP and Osmium Diamond, LP is Osmium Partners, LLC. John H. Lewis is the controlling member of Osmium Partners, LLC, and Mr. Lewis may be deemed to have voting and dispositive power with respect to the shares held by Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP and Osmium Diamond, LP. Mr. Lewis disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.
- (2) These shares represent a grant of restricted stock units to John H. Lewis under the Company's 2007 Omnibus Incentive Plan on July 25, 2016. This grant was made in lieu of cash fees for non-employee director service on the Company's board of directors for the third and fourth quarters of 2016. Fifty percent (50%) of the restricted stock units subject to the award vest at the end of the third quarter on September 30, 2016, and the remaining fifty percent (50%) vest at the end of the fourth quarter on December 31, 2016, subject to the reporting person's continuous service as a director.
- (3) Not applicable.
- (4) Not applicable.

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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