

CRITERION CAPITAL MANAGEMENT LLC

Form SC 13G

November 15, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB APPROVAL OMB Number: 3235-0145 Expires: December 31, 2005 Estimated average burden hours per response11
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SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____)

Spark Networks plc

—

(Name of Issuer)

Ordinary Shares

—

(Title of Class of Securities)

G8305M109

—

(CUSIP Number)

November 15, 2005

—

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

—

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Criterion Capital Management, LLC

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) _____

—

3. SEC Use Only _____

4. Citizenship or Place of Organization **California**

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 3,444,337
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 3,444,337

9. Aggregate Amount Beneficially Owned by Each Reporting Person **3,444,337**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **12.2%**

—

12. Type of Reporting Person (See Instructions)

—

IA

OO

—

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Christopher H. Lord

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) _____

3. SEC Use Only _____

4. Citizenship or Place of Organization **U.S.**

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 3,444,337
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 3,444,337

9. Aggregate Amount Beneficially Owned by Each Reporting Person **3,444,337**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

11. Percent of Class Represented by Amount in Row (9) **12.2%**

12. Type of Reporting Person (See Instructions)

HC

IN

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Criterion Capital Partners, Ltd.

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) —

(b) X

—

3. SEC Use Only _____

4. Citizenship or Place of Organization **Cayman Islands**

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 2,168,447
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 2,168,447

9. Aggregate Amount Beneficially Owned by Each Reporting Person **2,168,447**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **7.7%**

—

12. Type of Reporting Person (See Instructions)

—

CO

Item 1.

(a) Name of Issuer

Spark Networks plc

—

(b) Address of Issuer's Principal Executive Offices

8383 Wilshire Blvd., Suite 800, Beverly Hills, CA 90211

—

Item 2.

(a) The names of the persons filing this statement are:

Criterion Capital Management, LLC ("Criterion")

Criterion Capital Partners, Ltd. ("CCP")

Christopher H. Lord ("CHL")

(collectively, the "Filers").

(b) The principal business office of the Filers is located at:

Criterion and CHL:

435 Pacific Avenue, 5th Floor

San Francisco, CA 94133

CCP:

c/o Hedgeworks Fund Services Limited
P.O. Box 1343 GT
Strathvale House Ground Floor
North Church Street
George Town, Grand Cayman
Cayman Islands, BWI

(c) For citizenship of Filers, see Item 4 of the cover sheet for each Filer.

(d) This statement relates to Ordinary Shares of the Issuer (the "Stock").

(e) The CUSIP number of the Issuer is: **G8305M109**.

Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

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(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☒ An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E) (with respect to Criterion).

(f) ☐ An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).

(g) ☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G) (with respect to CHL).

(h) ☐ A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) ☒ Group, in accordance with section 240.13d-1(b)(1)(ii)(J) (with respect to Criterion and CHL).

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Criterion is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. No individual client's holdings of the Stock are more than five percent of the outstanding Stock, except for CCP.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Criterion is a registered investment adviser. CHL is the controlling member of Criterion. CCP is an investment fund of which Criterion is the investment adviser. Criterion and CHL constitute a group as defined in Rule 13d-5(b)(1) but are not members of a group with any other person. CCP is filing this Schedule 13G jointly with the other Filers, but not as a member of a group, and expressly disclaims membership in a group. In addition, the filing of this Schedule 13G on behalf of CCP should not be construed as an admission that it is, and CCP disclaims that it is, the beneficial owner, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, of any of the Stock covered by this Schedule 13G.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification.

Certification of Criterion and CHL:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Certification of CCP:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

Exhibit A. Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 15, 2005

CRITERION CAPITAL MANAGEMENT, LLC

By: /s/ R. Daniel Beckham

R. Daniel Beckham, Chief Operating Officer

CRITERION CAPITAL PARTNERS, LTD.

By: Criterion Capital Management, LLC

By: /s/ R. Daniel Beckham

R. Daniel Beckham, Chief Operating Officer

/s/ Christopher H. Lord

Christopher H. Lord

EXHIBIT A

AGREEMENT REGARDING JOINT FILING

OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended.

Dated: November 15, 2005

CRITERION CAPITAL MANAGEMENT,
LLC

By: /s/ R. Daniel Beckham
R. Daniel Beckham, Chief Operating
Officer

CRITERION CAPITAL PARTNERS, LTD.

By: Criterion Capital Management, LLC

By: /s/ R. Daniel Beckham
R. Daniel Beckham, Chief Operating
Officer

/s/ Christopher H. Lord

Christopher H. Lord

