

Brodsky Michael
Form 4
October 03, 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 *
Brodsky Michael

(Last) (First) (Middle)

C/O 11150 SANTA MONICA BOULEVARD, SUITE 600

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/30/2017 | | M | 2,838 A 11 | 60,258 | D | |
| Common Stock | 09/30/2017 | | M | 10,374 A 11 | 70,632 | D | |

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Unit | (1) | 09/30/2017 | | M | 2,838 | (2) (3) | Common Stock | 2,838 |
| Restricted Stock Unit | (1) | 09/30/2017 | | M | 10,374 | (4) (3) | Common Stock | 10,374 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brodsky Michael
C/O 11150 SANTA MONICA BOULEVARD
SUITE 600
LOS ANGELES, CA 90025

X

Signatures

/s/ Robert W. O'Hare,
Attorney-in-fact

10/03/2017

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

(2) These shares represent a grant of restricted stock units under the Company's 2017 Omnibus Incentive Plan on June 29, 2017. This grant was made in lieu of cash fees for non-employee director service on the Company's board of directors for 2017. One-third (1/3) of the restricted stock units subject to the award vest at the end of the second, third and fourth fiscal quarters during fiscal 2017, subject to the reporting person's continuous service as a director.

(3) Not applicable.

(4) These shares represent a grant of restricted stock units under the Company's 2007 Omnibus Incentive Plan on March 21, 2017. This grant was made in lieu of cash fees for non-employee director service on the Company's board of directors for 2017. Twenty-five percent (25%) of the restricted stock units subject to the award vest at the end of each fiscal quarter during 2017, subject to the reporting person's continuous service as a director.

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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