

GORMLEY STEPHEN F
Form 4
May 09, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE LIBERTY SQUARE,

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

BOSTON, MA 02109

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/07/2013 | | S | | 2,245,137 | D | \$ 5.875 |
| | | | | | | | 3,468,328 ⁽¹⁾ ₍₂₎ |
| | | | | | | | I |
| | | | | | | | See Footnotes (1) (2) |
| Common Stock | 05/09/2013 | | S | | 538,644 | D | \$ 5.875 |
| | | | | | | | 2,929,684 ⁽¹⁾ ₍₂₎ |
| | | | | | | | I |
| | | | | | | | See Footnotes (1) (2) |
| Common Stock | 05/07/2013 | | S | | 85,536 | D | \$ 5.875 |
| | | | | | | | 132,137 ⁽¹⁾ ₍₃₎ |
| | | | | | | | I |
| | | | | | | | See Footnotes (1) (3) |
| Common Stock | 05/09/2013 | | S | | 20,522 | D | \$ 5.875 |
| | | | | | | | 111,615 ⁽¹⁾ ₍₃₎ |
| | | | | | | | I |
| | | | | | | | See Footnotes (1) (3) |

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 | | X | | |

BOSTON, MA 02109

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 | 05/09/2013 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Equity Partners II Limited Partnership | 05/09/2013 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Affiliate Partners II, L.P. | 05/09/2013 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Great Hill Partners GP II, LLC | 05/09/2013 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Christopher S. Gaffney | 05/09/2013 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Stephen F. Gormley | 05/09/2013 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for John G. Hayes | 05/09/2013 |
| __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).
 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"),
 (1) 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)

Remarks:

Great Hill Investors, LLC ("GHI") is the designated filer on behalf of the following reporting owners: Great Hill Equity Partn

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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