

Berger Adam
Form 4
January 07, 2009

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 *
Berger Adam

(Last) (First) (Middle)

C/O SPARK NETWORKS,
INC., 8383 WILSHIRE BLVD.,
SUITE 1100

(Street)

BEVERLY HILLS, CA 90211

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date	7. Title and Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D)		(Month/Day/Year)		(Instr. 3 and 4)
				(A)	(D)	Date Exercisable	Expiration Date	
Employee Share Option (right to buy)	\$ 5.58	01/05/2009	D		50,000	<u>(1)</u>	09/12/2013	Common Stock
Employee Share Option (right to buy)	\$ 5.45	01/05/2009	D		1,030,000	<u>(3)</u>	02/12/2017	Common Stock
Employee Share Option (right to buy)	\$ 6.81	01/05/2009	D		200,000	<u>(5)</u>	02/12/2017	Common Stock
Employee Share Option (right to buy)	\$ 5.74	01/05/2009	D		70,000	<u>(7)</u>	02/21/2017	Common Stock
Employee Share Option (right to buy)	\$ 3	01/05/2009	A		1,350,000	<u>(9)</u>	01/05/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berger Adam C/O SPARK NETWORKS, INC. 8383 WILSHIRE BLVD., SUITE 1100 BEVERLY HILLS, CA 90211			Chief Executive Officer	

Signatures

/s/ Adam Berger 01/06/2009
 **Signature of Date
 Reporting Person

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) The option provided for 25% of the options to vest on September 12, 2007 and 6.25% quarterly, thereafter.
On January 5, 2009 (the "Grant Date"), the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on September 12, 2006. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.
- (2) The option provided for 25% of the options to vest on February 12, 2008 and monthly vesting in equal installments for 36 months thereafter.
On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 12, 2007. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.
- (3) The option provided for 25% of the options to vest on February 12, 2008 and monthly vesting in equal installments for 36 months thereafter.
On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 12, 2007. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.
- (4) The option provided for 25% of the options to vest on February 12, 2008 and monthly vesting in equal installments for 36 months thereafter.
On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 12, 2007. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.
- (5) The option provided for 25% of the options to vest on February 21, 2008 and monthly vesting in equal installments for 36 months thereafter.
On January 5, 2009 the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 21, 2007. In exchange, the reporting person received a replacement option on the Grant Date, for the same number of shares, having an exercise price of \$3.00 per share.
- (6) 569,363 of the options will vest on January 5, 2010 and the remaining options will vest monthly in equal installments until four (4) years after the Grant Date.
On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, options previously granted to the reporting person as described in footnotes (2), (4), (6) and (8) above. In exchange, the reporting person received replacement options on the Grant Date, for the same number of shares cancelled in the aggregate, having an exercise price of \$3.00 per share.
- (7) On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, options previously granted to the reporting person as described in footnotes (2), (4), (6) and (8) above. In exchange, the reporting person received replacement options on the Grant Date, for the same number of shares cancelled in the aggregate, having an exercise price of \$3.00 per share.
- (8) On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, options previously granted to the reporting person as described in footnotes (2), (4), (6) and (8) above. In exchange, the reporting person received replacement options on the Grant Date, for the same number of shares cancelled in the aggregate, having an exercise price of \$3.00 per share.
- (9) On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, options previously granted to the reporting person as described in footnotes (2), (4), (6) and (8) above. In exchange, the reporting person received replacement options on the Grant Date, for the same number of shares cancelled in the aggregate, having an exercise price of \$3.00 per share.
- (10) On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, options previously granted to the reporting person as described in footnotes (2), (4), (6) and (8) above. In exchange, the reporting person received replacement options on the Grant Date, for the same number of shares cancelled in the aggregate, having an exercise price of \$3.00 per share.

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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