

KREINBERG JOSHUA
 Form 4
 January 07, 2009

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 *
KREINBERG JOSHUA

(Last) (First) (Middle)

C/O SPARK NETWORKS,
 INC., 8383 WILSHIRE BLVD.
 SUITE 800

(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
 Officer (give title below) Other (specify below)
 Gen. Counsel & Corp. Secretary

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) | Price | | |
| | | | | Code | V | Amount | |

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 | 6. Date Exercisable and Expiration Date | 7. Title and Am Underlying Sec |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|--------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|--------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | |
|--------------------------------------|--|----------------------|-----------------|--|------------------|------------------|--------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Share Option (right to buy) | \$ 6.4 | 01/05/2009 | D | 100,000 | (1) | 04/06/2013 | Common Stock |
| Employee Share Option (right to buy) | \$ 5.27 | 01/05/2009 | D | 20,000 | (3) | 02/05/2014 | Common Stock |
| Employee Share Option (right to buy) | \$ 5.35 | 01/05/2009 | D | 70,000 | (5) | 07/02/2014 | Common Stock |
| Employee Share Option (right to buy) | \$ 3 | 01/05/2009 | A | 190,000 | (7) | 01/05/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KREINBERG JOSHUA C/O SPARK NETWORKS, INC. 8383 WILSHIRE BLVD. SUITE 800 BEVERLY HILLS, CA 90211 | | | Gen. Counsel & Corp. Secretary | |

Signatures

/s/ Joshua Kreinberg
 01/06/2009
 **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) The option vested 25% on April 6, 2007 and 6.25% quarterly thereafter.

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- On January 5, 2009 (the "Grant Date"), the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the
- (2) reporting person on April 6, 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.
- (3) The option vests 6.25% quarterly from January 1, 2007.
- On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on
- (4) February 5, 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 April 1, 2008 and 6.25% quarterly, thereafter.
- On January 5, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on
- (6) July 2, 2008. 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.
- (7) 80,133 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
- (8) person as described in footnotes (2), (4) and (6) 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. 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 number.