

SPARK NETWORKS PLC
Form SC 13D/A
April 10, 2006

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

OMB APPROVAL
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SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Spark Networks plc

—
(Name of Issuer)

Ordinary Shares

—
(Title of Class of Securities)

G8305M109

—
(CUSIP Number)

Mr. R. Daniel Beckham

Carolyn S. Reiser, Esq.

Criterion Capital Management, LLC

Shartsis Friese LLP

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San Francisco, CA 94133

San Francisco, CA 94111

415-249-1282

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 15, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 140.13d-1(g), check the following box. []

Note:

Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

* 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. Source of Funds (See Instructions) **AF**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) _____

6. Citizenship or Place of Organization **CA**

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

7. Sole Voting Power **0**
8. Shared Voting Power **1,025,337**
9. Sole Dispositive Power **0**
10. Shared Dispositive Power **1,025,337**

11. Aggregate Amount Beneficially Owned by Each Reporting Person **1,025,337**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) _____

13. Percent of Class Represented by Amount in Row (11) **3.4%**

14. 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)

(b) _____

—
3. SEC Use Only _

4. Source of Funds (See Instructions) **AF**

—
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) _____

—
6. Citizenship or Place of Organization **USA**

Number of

7. Sole Voting Power **0**

Shares

8. Shared Voting Power **1,025,337**

Beneficially

9. Sole Dispositive Power **0**

Owned by

10. Shared Dispositive Power **1,025,337**

Each Reporting

Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person **1,025,337**

—
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) _____

—
13. Percent of Class Represented by Amount in Row (11) **3.4%**

—
14. Type of Reporting Person (See Instructions)

HC

IN

Item 1. Security and Issuer

This statement relates to Ordinary Shares (the "Stock") of Spark Networks plc (the "Issuer"). The principal executive office of the Issuer is located at 8383 Wilshire Blvd., Suite 800, Beverly Hills, CA 90211.

Item 2. Identity and Background

The persons filing this statement and the persons enumerated in Instruction C of Schedule 13D and, where applicable, their respective places of organization, general partners, directors, executive officers and controlling persons, and the information regarding them, are as follows:

(a) Criterion Capital Management, LLC, a California limited liability company ("CCM"), and Christopher H. Lord ("Lord") (collectively, the "Filers").

CCM and Lord disclaim beneficial ownership of the Stock except to the extent of their respective pecuniary interests therein.

(b) The business address of the Filers is 435 Pacific Avenue, 5th Floor, San Francisco, CA 94133

(c) Present principal occupation or employment of the Filers and the name, principal business and address of any corporation or other organization in which such employment is conducted:

CCM is an investment adviser. Lord is the sole manager and controlling person of CCM. The business address of both is provided in Item 2(b) above.

(d) During the last five years, neither of the Filers has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, neither of the Filers was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Please see the cover sheet for each Filer for the citizenship of that Filer.

Item 3. Source and Amount of Funds or Other Consideration

The source and amount of funds used in purchasing the Stock were as follows:

| Purchaser | Source of Funds | Amount |
|-----------|------------------------|-------------|
| CCM* | Funds under management | \$6,418,908 |

* Purchases were made by CCM on behalf of client accounts.

Item 4. Purpose of Transaction

On December 1, 2005, three investment funds managed by CCM (the "Criterion Funds") entered into a Share Purchase Agreement (the "SPA") with Great Hill Investors, LLC, Great Hill Equity Partners II Limited Partnership and Great Hill Affiliate Partners II Limited Partnership (together, the "Great Hill Entities"). Pursuant to the SPA, the Criterion Funds sold to the Great Hill Entities an aggregate of 1,500,000 Ordinary Shares (represented by global depositary shares) of the Issuer. Under the SPA, the Criterion Funds agreed that for as long as the Great Hill Entities and their affiliates collectively own at least 5% of the Issuer's voting shares, if at any time the Great Hill Entities notify the Criterion Funds of their desire to designate a director of the Issuer, or to remove or replace a director that was previously designated by the Great Hill Entities, the Criterion Funds will vote their voting shares of the Issuer to elect such director or to cause the requested removal or replacement. In the SPA, the Criterion Funds appointed a person designated by the Great Hill Entities as their proxy and attorney-in-fact to vote their voting shares of the Issuer (solely with respect to such election of a single director) for the period that such voting agreement is in effect.

The Filers acquired the Stock for investment purposes, and such purchases were made in the Filers' ordinary course of business. In pursuing such investment purposes, the Filers may further purchase, hold, vote, trade, dispose or otherwise deal in the Stock at times, and in such manner, as they deem advisable to benefit from changes in market prices of such Stock, changes in the Issuer's operations, business strategy or prospects, or from sale or merger of the Issuer. To evaluate such alternatives, the Filers routinely will monitor the Issuer's operations, prospects, business development, management, competitive and strategic matters, capital structure, and prevailing market conditions, as well as alternative investment opportunities, liquidity requirements of the Filers and other investment considerations. Consistent with their investment research methods and evaluation criteria, the Filers may discuss such matters with management or directors of the Issuer, other shareholders, industry analysts, existing or potential strategic partners or competitors, investment and financing professionals, sources of credit and other investors. Such factors and discussions may materially affect, and result in, the Filers' modifying their ownership of the Stock, exchanging information with the Issuer pursuant to appropriate confidentiality or similar agreements, proposing changes in the Issuer's operations, governance or capitalization, or in proposing one or more of the other actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Filers reserve the right to formulate other plans and/or make other proposals, and take such actions with respect to their investment in the Issuer, including any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D, or acquire additional Stock or dispose of all the Stock beneficially owned by them, in public market or privately negotiated transactions. The Filers may at any time reconsider and change their plans or proposals relating to the foregoing.

Item 5. Interest in Securities of the Issuer

The beneficial ownership of the Stock by each Filer at the date hereof is reflected on that Filer's cover page.

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CCM and Lord are filing this Schedule 13D jointly and constitute a group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended (the "1934 Act").

The Filers effected the following transactions in the Stock on the dates indicated, and such transactions are the only transactions in the Stock by the Filers since 60 days before March 15, 2006:

| Name | Purchase or Sale | Date | Number of Shares | Price Per Share |
|------|------------------|---------|------------------|-----------------|
| CCM | Sale | 3/15/06 | 700,000 | \$6.60 |
| CCM | Sale | 3/23/06 | 101,000 | \$6.36 |

Item 6. Contracts, Arrangement, Understandings or Relationships with Respect to Securities of the Issuer

CCM is an investment adviser with discretionary authority over client accounts. Some of CCM's client accounts are limited partnerships for which CCM serves as the general partner pursuant to agreements providing to CCM the authority, among other things, to invest the funds of such partnership in the Stock, to vote and dispose of Stock. Other clients are investment accounts subject to investment advisory agreements providing CCM the authority to invest the assets of the account in the Stock, to vote and dispose of the Stock. Pursuant to such agreements, CCM is entitled to allocations or fees based on assets under management and realized and unrealized gains. None of CCM's client accounts is a member of the group filing this Schedule 13D.

Item 7. Material to Be Filed as Exhibits

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

*Exhibit B. Share Purchase Agreement dated December 1, 2005 between Criterion Funds and the buyers named therein.

* Previously filed as an exhibit to the Schedule 13D filed December 12, 2005 and incorporated by reference herein.

SIGNATURES

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

Dated: April 10, 2006

CRITERION CAPITAL MANAGEMENT, LLC

By: /s/ Christopher H. Lord, Manger

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/s/ 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: February 11, 2005

CRITERION CAPITAL MANAGEMENT, LLC

By: /s/ R. Daniel Beckham

R. Daniel Beckham, Chief Operating Officer

/s/ Christopher H. Lord

Christopher H. Lord