

SPARK NETWORKS INC
Form SC 13D/A
August 24, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No. 5)¹

Spark Networks, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

84651P100
(CUSIP Number)

Lloyd I. Miller, III, 3300 South Dixie Highway, Suite 1-365, West Palm Beach, Florida, 33405 (Tel.) (561) 287-5399
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 22, 2016
(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box x.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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¹ The information required on 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 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*).

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NAME OF REPORTING PERSON

1

Lloyd I. Miller, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) "
(b) "

3 SEC USE ONLY

SOURCE OF FUNDS*

4

PF-AF-OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..
2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF 7

SHARES 4,355,953

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

216,000

EACH

SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 4,355,953

10 SHARED DISPOSITIVE POWER

WITH

216,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,571,953

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.4%

TYPE OF REPORTING PERSON*

14

IN-OO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

SCHEDULE 13D/A5

This constitutes Amendment No. 5 (the "Amendment No. 5") to the statement on Schedule 13D filed on behalf of Lloyd I. Miller, III ("Mr. Miller" or the "Reporting Person"), dated and filed November 5, 2015 (the "Statement"), relating to the common stock, \$0.001 par value per share (the "Common Stock"), of Spark Networks, Inc. (the "Issuer" or the "Company"). The Issuer's principal executive offices are located at 11150 Santa Monica Boulevard, Suite 600, Los Angeles, California 90025. Unless specifically amended or modified hereby, the disclosure set forth in the Statement shall remain unchanged.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and restated in its entirety as follows:

Mr. Miller is the managing member of Milfam LLC ("Milfam LLC"), an Ohio limited liability company established pursuant to the Operating Agreement of Milfam LLC dated as of December 10, 1996. Milfam LLC is the advisor to Trust A-1 ("Trust A-1") and Trust A-4 ("Trust A-4" and, collectively with Trust A-1, the "Trusts"). The Trusts and Lloyd I. Miller Trust D ("Trust D") were created pursuant to an Amended and Restated Trust Agreement, dated September 20, 1983 (the "Trust Agreement"). Mr. Miller is the investment advisor to the trustee of Trust D. Pursuant to a Declaratory Judgment Order, entered on November 20, 1992 in the Court of Common Pleas, Probate Division, Hamilton County, Ohio, Trust A was split into four separate trusts, two of which are Trust A-1 and Trust A-4. The Trusts were further reformed by Order of the Delaware Chancery Court dated December 29, 2010 pursuant to which Milfam LLC was appointed advisor to the Trusts. All of the shares of Common Stock purchased by Trust A-1 were purchased with funds generated and held by Trust A-1. The aggregate purchase price for the shares of Common Stock purchased by Trust A-1 was approximately \$56,526.00. All of the shares of Common Stock purchased by Trust A-4 were purchased with funds generated and held by Trust A-4. The aggregate purchase price for the shares of Common Stock purchased by Trust A-4 was approximately \$3,472,465.00. All of the shares of Common Stock purchased by Trust D were purchased with funds generated and held by Trust D. The aggregate purchase price for the shares of Common Stock purchased by Trust D was approximately \$196,615.00.

Mr. Miller is the managing member of Milfam LLC. All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the managing member of Milfam LLC were purchased with funds generated and held by Milfam LLC. The aggregate purchase price for the shares of Common Stock purchased by Milfam LLC was approximately \$95,441.00.

Milfam LLC is the general partner of (i) Milfam I L.P. ("Milfam I"), a Georgia limited partnership established pursuant to the Partnership Agreement for Milfam I L.P., dated December 11, 1996, and (ii) Milfam II L.P. ("Milfam II"), a

Georgia limited partnership established pursuant to the Partnership Agreement for Milfam II L.P., dated December 11, 1996.

Milfam I: All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the managing member of the general partner of Milfam I were purchased with money contributed to Milfam I by its partners or money generated and held by Milfam I. The aggregate purchase price for the shares of Common Stock purchased by Milfam I was approximately \$2,775,853.00.

Milfam II: All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the manager of the general partner of Milfam II were purchased with money contributed to Milfam II by its partners or money generated and held by Milfam II. The aggregate purchase price for the shares of Common Stock purchased by Milfam II was approximately \$2,404,357.00.

All of the shares of Common Stock purchased by Mr. Miller on his own behalf were purchased with personal funds generated and held by Mr. Miller. The purchase price for the shares of Common Stock purchased by Mr. Miller on his own behalf was approximately \$2,877,916.00.

Milfam LLC is the manager of AMIL of Ohio, LLC ("AMIL"), an Ohio limited liability company established pursuant to the Operating Agreement of AMIL of Ohio, LLC, effective as of May 14, 2010. All of the shares of Common Stock Mr. Miller is deemed to beneficially own as managing member of Milfam LLC, which is the manager of AMIL, were purchased with money generated and held by AMIL. The aggregate purchase price for the shares of Common Stock purchased by AMIL was approximately \$48,266.00.

Mr. Miller shares investment and dispositive power with his spouse in a certain account (the "Spouse Account"). All of the shares of Common Stock held by the Spouse Account were purchased with funds generated and held by the Spouse Account. The aggregate purchase price for the shares of Common Stock purchased by the Spouse Account was approximately \$533,711.00.

Mr. Miller is the trustee for a certain generation skipping trust, Catherine Miller GST (the "Catherine GST"). All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the trustee for Catherine GST were purchased with funds generated and held by the Catherine GST. The aggregate purchase price for the shares of Common Stock Mr. Miller is deemed to beneficially own as trustee of the Catherine GST was approximately \$51,162.00.

Mr. Miller is the co-trustee of a trust ("Crider GST"). All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the co-trustee for Crider GST were purchased with funds generated and held by the Crider GST. The aggregate purchase price for the shares of Common Stock Mr. Miller is deemed to beneficially own as trustee of Crider GST was approximately \$40,178.00.

Mr. Miller is the co-trustee of a trust ("Susan's Children's Trust"). All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the co-trustee for Susan's Children's Trust were purchased with funds generated and held by the Susan's Children's Trust. The aggregate purchase price for the shares of Common Stock Mr. Miller is deemed to beneficially own as co-trustee of Susan's Children's Trust was approximately \$39,641.00.

Mr. Miller is the manager of LIMFAM LLC ("LIMFAM LLC"), a Delaware limited liability company. All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the manager for LIMFAM LLC were purchased with funds generated and held by LIMFAM LLC. The aggregate purchase price for the shares of Common Stock Mr. Miller is deemed to beneficially own as manager of LIMFAM LLC was \$824,914.00.

Mr. Miller is the manager of Milfam III LLC ("Milfam III"), a Delaware limited liability company established pursuant to that certain Limited Liability Company Agreement for Milfam III, dated October 10, 2012. All of the shares of Common Stock Mr. Miller is deemed to beneficially own as the manager for Milfam III were purchased with funds generated and held by Milfam III. The aggregate purchase price for the shares of Common Stock Mr. Miller is deemed to beneficially own as manager of Milfam III was approximately \$294,216.00.

The aggregate purchase prices set forth in this Item 3 include brokerage commissions and reflect certain cost basis adjustments.

Item 4. Purpose of the Transaction

Item 4 of the Statement is hereby amended by adding at the end thereof the following:

The purpose of this Amendment No. 5 is to report that, since the filing of Amendment No. 4 to the Statement dated and filed August 19, 2016 (the "Amendment No. 4"), a material change occurred in the percentage of Common Stock beneficially owned by Mr. Miller. The material change in the percentage of Common Stock owned by Mr. Miller was a result of, on August 22, 2016, Trust A-4 and Milfam II entering into a Purchase Agreement (the "Purchase Agreement") with the Company to purchase an aggregate of 840,031 shares of Common Stock at a purchase price of \$1.55 per share. The Purchase Agreement was filed by the Company as Exhibit 10.1 to the Form 8-K filed on August 24, 2016 and is incorporated herein by reference.

Except in connection with the matters described in this Item 4 and as contemplated herein, Mr. Miller does not currently have any specific plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (j) of Item 4 of Schedule 13D. Subject to the terms of the Agreement, Mr. Miller reserves the right to change plans and take any and all actions that Mr. Miller may deem appropriate to maximize the value of his investment, including, among other things, purchasing or otherwise acquiring additional securities of the Company, selling or otherwise disposing of any securities of the Company beneficially owned by him, in each case in the open market or in privately negotiated transactions or formulating other plans or proposals regarding the Company or its securities to the extent deemed advisable by Mr. Miller in light of his general investment policies, market conditions, subsequent developments affecting the Company and the general business and future prospects of the Company. Mr. Miller may take any other action with respect to the Company or any of the Company's debt or equity securities in any manner permitted by applicable law.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

(a) Mr. Miller may be deemed to beneficially own 4,571,953 shares of Common Stock, which is equal to approximately 14.4% of the outstanding shares, based on 31,784,540 shares of Common Stock outstanding, as reported in the Issuer's (i) Form 10-Q filed on August 10, 2016, (ii) Form 8-K filed on August 10, 2016, and (iii) Form

8-K filed on August 24, 2016. As of the date hereof, 14,420 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by Trust A-1, 1,235,758 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by Trust A-4, 53,300 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by Trust D, 1,073,348 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by Milfam I, 878,639 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by Milfam II, 94,300 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by Milfam III, 25,000 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by Milfam LLC, 15,000 of such beneficially owned shares of Common Stock are owned of record by AMIL, 16,000 of such beneficially owned shares of Common Stock are owned of record by Catherine GST, 10,000 of such beneficially owned shares of Common Stock are owned of record by Crider GST, 139,700 of such beneficially owned shares of Common Stock are owned of record by the Spouse Account, 13,000 of such beneficially owned shares of Common Stock are owned of record by Susan's Children's Trust, 215,946 of the shares of Common Stock beneficially owned by Mr. Miller are owned of record by LIMFAM LLC, and 787,542 of the shares of Common Stock beneficially owned by Mr. Miller are owned by Mr. Miller directly.

(b) Mr. Miller may be deemed to have sole voting and dispositive power for all such shares held of record by Trust A-1, Trust A-4, Milfam I, Milfam II, Milfam III, Milfam LLC, AMIL, Catherine GST, LIMFAM LLC, and Mr. Miller directly. Mr. Miller may be deemed to have shared voting and dispositive power for all such shares held of record by the Spouse Account, Crider GST, Trust D and the Susan's Children's Trust.

(c) The following table details the transactions effected by Mr. Miller since the filing of Amendment No. 4.

| Trust A-4 | | |
|---------------------|----------------------------|-----------------|
| Date of Transaction | Number of Shares Purchased | Price Per Share |
| August 22, 2016 | 420,016 | \$1.55 |

| Milmam II | | |
|---------------------|----------------------------|-----------------|
| Date of Transaction | Number of Shares Purchased | Price Per Share |
| August 22, 2016 | 420,015 | \$1.55 |

(d) Persons other than Mr. Miller have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

(e) Not Applicable.

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

Item 6 is amended and restated in its entirety as follows:

Item 4 of this Schedule 13D/A is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended and restated in its entirety as follows:

Exhibit 99.1 Nomination and Standstill Agreement dated as of November 1, 2015 by and between Spark Networks, Inc., Lloyd I. Miller, III, Lloyd I. Miller Trust A-4, AMIL of Ohio, LLC, Catherine C. Miller Irrevocable Trust, dtd 3/26/1991, MILFAM LLC, MILFAM I L.P., MILFAM II L.P., Susan Miller Trust for Children dtd 9/28/2006, Lloyd A. Crider Trust, dtd 7/16/1990 and Susan F. Miller (Filed as Exhibit 10.1 to the Form 8-K by the Company with the Securities and Exchange Commission on November 5, 2015).

Exhibit 99.2 Purchase Agreement dated August 22, 2016 between Spark Networks, Inc. and the purchasers set forth therein (Filed as Exhibit 10.1 to the Form 8-K by the Company with Securities and Exchange Commission on August 24, 2016).

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

Dated: August 24, 2016

By: /s/ Lloyd I. Miller, III
Lloyd I. Miller, III