

GREAT HILL INVESTORS LLC  
Form SC 13D/A  
December 02, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 5)**

**Spark Networks, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.001 par value per share**

**(Title of Class of Securities)**

**84651P100**

**(CUSIP Number)**

**Great Hill Partners**

**Attn: Laurie T. Gerber**

**One Liberty Square, Boston, MA 02109**

Edgar Filing: GREAT HILL INVESTORS LLC - Form SC 13D/A

(617) 790-9430

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

November 13, 2008

**(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 240.13d-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 disclosures provided in a prior cover page.

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, as amended ( 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).

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Great Hill Investors, LLC

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)

Not applicable.

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

6. Citizenship or Place of Organization

Massachusetts

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

81,221

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

81,221

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

81,221

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

x

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

0.4%

14. Type of Reporting Person (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Great Hill Equity Partners II Limited Partnership

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)

Not applicable.

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

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

5,713,465

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

5,713,465

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,713,465

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

x

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

26.6%

14. Type of Reporting Person (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Great Hill Affiliate Partners II, L.P.

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)

Not applicable.

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

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

217,673

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

0

EACH

9. Sole Dispositive Power

REPORTING

PERSON

217,673

10. Shared Dispositive Power

WITH

0

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

217,673

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

x

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

1.0%

14. Type of Reporting Person (See Instructions)

PN



SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Great Hill Partners GP II, LLC

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)

Not applicable.

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

6. Citizenship or Place of Organization

Massachusetts

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

5,931,138

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

5,931,138

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,931,138

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

x

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

27.7%

14. Type of Reporting Person (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Great Hill Equity Partners III, L.P.

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)

Not applicable.

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

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

3,072,641

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

3,072,641

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,641

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

x

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

14.3%

14. Type of Reporting Person (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Great Hill Partners GP III, L.P.

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)

Not applicable.

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

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

3,072,641

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

3,072,641

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,641

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

x

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

14.3%

14. Type of Reporting Person (See Instructions)

PN

7

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

GHP III, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

Not applicable.

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

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

3,072,641

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

3,072,641

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,641

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

x

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

14.3%

14. Type of Reporting Person (See Instructions)

OO

8



SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Matthew T. Vettel

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)

Not applicable.

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

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

3,072,641

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

3,072,641

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,641

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

x

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

14.3%

14. Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Stephen F. Gormley

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)

Not applicable.

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

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

6,012,359

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

6,012,359

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,012,359

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

x

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

28.0%

14. Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

Christopher S. Gaffney

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)

Not applicable.

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

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

9,085,000

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

9,085,000

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,085,000

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

x

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

42.4%

14. Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

CUSIP No. 84651P100

1. Names of Reporting Persons.

John G. Hayes

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)

Not applicable.

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

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

NUMBER OF

0

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

9,085,000

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

9,085,000

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,085,000

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

x

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

42.4%

14. Type of Reporting Person (See Instructions)

IN



**Introductory Note**

The purpose of this Amendment No. 5 to Schedule 13D (this Amendment No. 5) is to report the Reporting Persons' increase in percentage ownership of the Issuer solely as a result of Issuer repurchases of its Common Stock (as defined below) during 2008 (such repurchases, the Repurchases). As a result of the Repurchases, the outstanding shares of Common Stock decreased to 21,441,544 as of November 13, 2008, thereby resulting in the aggregate percentage ownership which may be deemed indirectly beneficially owned by certain Reporting Persons increasing from approximately 40.5% to approximately 42.4%. **The Reporting Persons have not acquired or disposed of any shares of the Issuer's Common Stock since the transactions previously reported on Amendment No. 1 to Schedule 13D filed by the Reporting Persons on June 19, 2006.**

This Amendment No. 5 amends the Schedule 13D filed by the Reporting Persons on December 12, 2005, as amended by Amendment No. 1 filed by the Reporting Persons on June 19, 2006, Amendment No. 2 filed by the Reporting Persons on February 11, 2008, Amendment No. 3 filed by the Reporting Persons on June 12, 2008, and Amendment No. 4 filed by the Reporting Persons on August 27, 2008 (as amended, the Schedule 13D, and together with Amendment No. 5, the Statement). This Amendment No. 5 is being filed on behalf of the following individuals and entities (the Reporting Persons): (i) Great Hill Investors, LLC, a Massachusetts limited liability company (GHI); (ii) Great Hill Equity Partners II Limited Partnership, a Delaware limited partnership (GHEP II); (iii) Great Hill Affiliate Partners II, L.P., a Delaware limited partnership (GHAP II); (iv) Great Hill Equity Partners III, L.P., a Delaware limited partnership (GHEP III); (v) Great Hill Partners GP II, LLC, a Massachusetts limited liability company (GP II); (vi) Great Hill Partners GP III, L.P., a Delaware limited partnership (GHEPIIIGP); (vii) GHP III, LLC, a Delaware limited liability company (GPIII); (viii) Stephen F. Gormley (Gormley); (ix) Christopher S. Gaffney (Gaffney); (x) Matthew T. Vettel (Vettel); and (xi) John G. Hayes (Hayes).

On June 9, 2007, Spark Networks plc, a public limited company registered in England and Wales and the Issuer's predecessor-in-interest, was reorganized as the Issuer, and in connection with such reorganization, holders of shares in the Issuer's predecessor-in-interest received in respect of such shares an equal amount of the Issuer's Common Stock. Accordingly, references to Ordinary Shares in the Schedule 13D shall be deemed to refer to Common Shares to the extent appropriate. Except as set forth below or as described in the preceding sentence, there are no changes to the information set forth in the Schedule 13D.

**Item 1. Security and Issuer**

Item 1 is amended and restated in its entirety as follows:

This Statement relates to the common stock, \$0.001 par value per share (the Common Stock), of Spark Networks, Inc., a Delaware corporation (the Issuer). The address of the principal executive offices of the Issuer is 8383 Wilshire Boulevard, Suite 800, Beverly Hills, California 90211.

**Item 5. Interest in Securities of the Issuer**

The first paragraph of Item 5 is amended by replacing each Reporting Person's ownership percentage listed therein with the corresponding ownership percentage set forth in line 13 of such Reporting Person's cover page hereto.

As a result of the Repurchases and based upon the number of shares Common Stock outstanding as of November 13, 2008: (i) the percentage ownership represented by the 5,713,465 shares of Common Stock directly beneficially owned by GHEP II increased from approximately 25.4% to approximately 26.6%; (ii) the percentage ownership represented by the 3,072,641 shares of Common Stock directly beneficially owned by GHEP III increased from approximately 13.7% to approximately 14.3%; (iii) the percentage ownership represented by the Common Stock beneficially owned by GHAP II and GHEP II, which may be deemed to be indirectly beneficially owned by GP II, increased from approximately 26.4% to approximately 27.7%; (iv) the percentage ownership represented by the Common Stock beneficially owned by GHEP III, which may be deemed to be indirectly beneficially owned by GHEPIIIGP or GPIII, increased from approximately 13.7% to approximately 14.3%; (v) the percentage ownership represented by the Common Stock beneficially owned by GHI, GP II and GPIII, which may be deemed to indirectly beneficially owned by each of Gaffney and Hayes, increased from approximately 40.5% to approximately 42.4%; (vi) the percentage ownership represented by the Common Stock beneficially owned by GHI and GP II, which may be deemed to be indirectly beneficially owned by Gormley, increased from approximately 26.8% to approximately 28.0%; and (vii) the percentage ownership represented by the Common Stock beneficially owned by GPIII, which may be deemed to be indirectly beneficially owned by Vettel, increased from approximately 13.7% to approximately 14.3%.

**Item 7. Material to be Filed as Exhibits**

Exhibit 1 Joint Filing Agreement, dated as of December 1, 2008, by and among the GHI, GHEP II, GHAP II, GHEP III, GPII, GHEPIIIGP, GPIII, Gormley, Gaffney, Vettel and Hayes.

SIGNATURE

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.

Date: December 1, 2008

**GREAT HILL INVESTORS, LLC**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL EQUITY PARTNERS II LIMITED PARTNERSHIP**

**By: GREAT HILL PARTNERS GP II, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL AFFILIATE PARTNERS II, L.P.**

**By: GREAT HILL PARTNERS GP II, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL EQUITY PARTNERS III, L.P.**

**By: GREAT HILL PARTNERS GP III, L.P., its General Partner**

**By: GHP III, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL PARTNERS GP II, LLC**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager



**GREAT HILL PARTNERS GP III, L.P.**

**By: GHP III, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GHP III, LLC**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

/s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney

/s/ Stephen F. Gormley  
Name: Stephen F. Gormley

/s/ John G. Hayes  
Name: John G. Hayes

/s/ Matthew T. Vettel  
Name: Matthew T. Vettel

**Joint Filing Agreement**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, as of December 1, 2008 the undersigned each hereby agrees to the joint filing on behalf of each of them of a Statement on Schedule 13D, including amendments thereto (as amended, the Schedule 13D ) with respect to common stock, par value \$0.001 per share, of Spark Networks, Inc., a Delaware corporation, and further agrees that this Joint Filing Agreement be included as an exhibit to the Schedule 13D provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the date first written above.

**GREAT HILL INVESTORS, LLC**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL EQUITY PARTNERS II LIMITED PARTNERSHIP**

**By: GREAT HILL PARTNERS GP II, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL AFFILIATE PARTNERS II, L.P.**

**By: GREAT HILL PARTNERS GP II, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL EQUITY PARTNERS III, L.P.**

**By: GREAT HILL PARTNERS GP III, L.P., its General Partner**

**By: GHP III, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL PARTNERS GP II, LLC**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GREAT HILL PARTNERS GP III, L.P.**

**By: GHP III, LLC, its General Partner**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

**GHP III, LLC**

By: /s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney  
Title: A Manager

/s/ Christopher S. Gaffney  
Name: Christopher S. Gaffney

/s/ Stephen F. Gormley  
Name: Stephen F. Gormley

/s/ John G. Hayes  
Name: John G. Hayes

/s/ Matthew T. Vettel  
Name: Matthew T. Vettel