

BELL MARC H  
Form 4  
September 11, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
BELL MARC H

(Last) (First) (Middle)

C/O FRIENDFINDER NETWORKS  
INC., 6800 BROKEN SOUND  
PARKWAY, SUITE #200

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FriendFinder Networks Inc. [FFN]

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

09/07/2012

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)  
Co-Chmn. & Chief Stgy. Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	09/07/2012		A		62,500	A	\$ 0 (1)
Common Stock, par value \$0.001 per share					184,190	I	See footnote (2)
					2,500	D	(3)

Restricted  
Stock

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 1.13					(4)	04/23/2022	Common Stock	8,334
Stock Options	\$ 10					(5)	07/06/2018	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELL MARC H C/O FRIENDFINDER NETWORKS INC. 6800 BROKEN SOUND PARKWAY, SUITE #200 BOCA RATON, FL 33487	X	X	Co-Chmn. & Chief Stgy. Officer	

## Signatures

/s/ Marc H. Bell                      09/11/2012

\*\*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) These shares of common stock were granted by FriendFinder Networks Inc. to the reporting person under the 2012 Stock Incentive Plan pursuant to the terms of the reporting person's Amended and Restated Employment Agreement, dated as of April 24, 2012.
- (2) Shares held by Bell Family 2003 Charitable Lead Annuity Trust, of which the reporting person is trustee and holds voting and investment power with respect to the shares held in trust.
- (3) This grant of restricted stock of FriendFinder Networks Inc. vests on the third anniversary of the grant date (May 16, 2012).
- (4) This grant of stock options vests 20% on the first anniversary of the date of grant (April 24, 2012) and 20% thereafter on each annual anniversary of the date of grant until fully vested.
- (5) This grant of stock options vests 20% on the first anniversary of the date of grant (July 7, 2008) and 20% thereafter on each annual anniversary of the date of grant until fully vested.

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.