

SPARK NETWORKS INC  
Form 425  
October 02, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 2, 2017

Spark Networks, Inc.

(Exact Name of Registrant as Specified in Its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-32750                   | 20-8901733                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

11150 Santa Monica Boulevard, Suite 600

|  |            |
|--|------------|
| Los Angeles, California                  | 90025      |
| (Address of Principal Executive Offices) | (Zip Code) |

(310) 893-0550

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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#### Item 8.01 Other Events.

On October 2, 2017, Spark Networks, Inc. (“Spark”) issued a press release announcing that the registration statement on Form F-4 filed with the U.S. Securities and Exchange Commission (“SEC”) by Spark Networks SE on August 17, 2017, and subsequently amended (the “Form F-4”), which includes a proxy statement of Spark, was declared effective on Friday, September 29, 2017.

In the same release, Spark also announced the record date and meeting date for its special stockholder meeting in connection with the proposed combination with Affinitas GmbH (“EliteSingles”), pursuant to the Agreement and Plan of Merger, dated May 2, 2017 (the “Merger Agreement”). The special meeting of Spark is being held to seek stockholder approval of the Merger Agreement and the merger and related matters. Spark stockholders of record at the close of business on Monday, October 2, 2017, will be entitled to vote at the Spark stockholder meeting. The special stockholder meeting will be held at 9:00 a.m., November 2, 2017, at Spark’s offices located at 11150 Santa Monica Boulevard, Suite 600, Los Angeles, California 90025.

In the press release, Spark announced that it expects to begin mailing the proxy statement/prospectus to its stockholders in the coming days, promptly following the record date for the Spark stockholder meeting.

The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

#### Forward-Looking Statements

This Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause Spark’s or EliteSingles’ or the combined company’s performance or achievements to be materially different from those of any expected future results, performance, or achievements. Forward-looking statements speak only as of the date they are made, and neither Spark nor EliteSingles assumes any duty to update forward-looking statements. We caution readers that a number of important factors could cause actual results to differ materially from those expressed in, or implied or projected by, such forward-looking statements. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination to the existing brand portfolio, statements about the ability to drive superior growth or achieve cost savings, statements about becoming the global leader in premium dating, statements about the ability to leverage strengths of each company to provide exceptional user experience and drive shareholder value, statements about the expected size of the combined company, statements about the projected financial results of the combined company for 2018, statements about the combined company’s plans, objectives, expectations and intentions and other statements that are not historical facts. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: (i) the possibility that the proposed transaction does not close when expected or at all because required shareholder or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all (ii) changes in Spark’s share price before closing, including as a result of the financial performance of EliteSingles prior to closing, or more generally due to broader stock market movements, and the performance of peer group companies (iii) the risk that the benefits from the transaction may not be fully realized or may take longer to realize than expected, including as a result of changes in general economic and market conditions, interest and exchange rates, monetary policy, laws and regulations and their enforcement, and the degree of competition in the geographic and business areas in which Spark and EliteSingles operate (iv) the ability to promptly and effectively integrate the businesses of Spark and EliteSingles (v) the reaction to the transaction of the companies’ customers, employees and counterparties (vi) diversion of management time on merger-related issues (vii) lower-than-expected revenues, credit quality deterioration or a reduction in net earnings and (viii) other risks that are described in Spark’s public filings with the SEC. For more information, see the risk factors described in Spark’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other filings with the

SEC.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

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Important Additional Information has been filed and will be filed with the SEC

This communication is being made in respect of the proposed business combination transaction between Spark and EliteSingles. The proposed transaction will be submitted to the stockholders of Spark for their consideration. In connection with the proposed transaction, Spark Networks SE has filed with the SEC a registration statement on Form F-4 that includes the preliminary proxy statement of Spark that also constitutes a preliminary prospectus of Spark. The registration statement was declared effective on September 29, 2017. In the coming days, Spark will mail to its stockholders entitled to vote at Spark's stockholder meeting the definitive proxy statement/prospectus. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS RELATING TO THE TRANSACTION FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT SPARK, ELITESINGLES, SPARK NETWORKS SE, THE PROPOSED TRANSACTION AND RELATED MATTERS.** Investors and stockholders may obtain copies of the preliminary proxy statement/prospectus and all other documents filed with the SEC regarding the proposed transaction, free of charge, at the SEC's website (<http://www.sec.gov>). Investors may also obtain these documents, free of charge, from Spark's website ([www.spark.net](http://www.spark.net)) under the link "Investor Relations" and then under the tab "SEC Filings" or by directing request to [investor@spark.net](mailto:investor@spark.net).

#### Participants in Solicitation

Spark and its directors, executive officers and other members of management and employees may be deemed to be "participants" in the solicitation of proxies from Spark's stockholders in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Spark's stockholders in connection with the proposed transaction and a description of their direct and indirect interest, by security holdings or otherwise, are set forth in the proxy statement/prospectus filed with the SEC in connection with the proposed transaction. You can also find information about Spark's executive officers and directors in its definitive proxy statement filed with the SEC on March 31, 2017 and in its Annual Report on Form 10-K filed with the SEC on March 22, 2017. You can also obtain free copies of these documents from Spark using the contact information above.

#### Item 9.01 Financial Statements and Exhibits.

##### (d) Exhibits

99.1 Press Release of Spark Networks, Inc. dated October 2, 2017.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPARK NETWORKS, INC.

Date: October 2, 2017    By:    /s/ Robert W. O'Hare  
Name: Robert W. O'Hare  
Title: Chief Financial Officer

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Exhibit Index

| Exhibit<br>No. | Description  |
|----------------|--|
| 99.1           | Press Release of Spark Networks, Inc. dated October 2, 2017. |