

SPARK NETWORKS INC
Form 8-K
June 07, 2010

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): June 7, 2010

Spark Networks, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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001-32750
(Commission

20-8901733
(IRS Employer

File Number)

Identification No.)

8383 Wilshire Boulevard, Suite 800, Beverly Hills, California
(Address of Principal Executive Offices)

90211
(Zip Code)

(323) 658-3000

(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))

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting of Stockholders on June 7, 2010, the stockholders of Spark Networks, Inc. (the Company) approved an amendment to the Company's Certificate of Incorporation to declassify the structure of the board of directors. Article VII, Section 2 of the Certificate of Incorporation was amended so that members of the board of directors will be elected annually for a one-year term. The Amended and Restated Certificate of Incorporation was filed with the Delaware Secretary of State on June 7, 2010 and is attached hereto as Exhibit 3.1.

As a result of the amendment to the Certificate of Incorporation, effective June 7, 2010, the Company's Board of Directors also amended Sections 3.2(B) and 3.6 of the Company's Amended and Restated Bylaws to reflect the absence of a classified board of directors. The Bylaws, as amended, are attached hereto as Exhibit 3.2.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of stockholders on June 7, 2010. For more information about the proposals set forth below, please see the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2010. The final voting results on each of the matters submitted to a vote of stockholders were as follows:

Proposal No. 1: To approve an amendment to the Company's Certificate of Incorporation to declassify the structure of the board of directors. The proposal was approved by a vote of the stockholders as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 17,993,721 | 366,562 | 0 | 0 |

Proposal No. 2: To elect the Company's Board of Directors. Stockholders elected, by a plurality of the votes cast, each of the five nominees to the Board of Directors, to serve until the Company's 2011 annual meeting of stockholders or until their respective successors have been elected, as follows:

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Adam S. Berger | 14,191,023 | 741,872 | 3,427,388 |
| Benjamin Derhy | 14,191,023 | 741,872 | 3,427,388 |
| Thomas G. Stockham | 14,191,023 | 741,872 | 3,427,388 |
| Jonathan B. Bulkeley | 13,039,491 | 1,893,404 | 3,427,388 |
| Michael A. Kumin | 12,569,515 | 2,363,380 | 3,427,388 |

Proposal No. 3: To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. The proposal was approved by a vote of stockholders as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 17,618,611 | 741,672 | 0 | 0 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Amended and Restated Certificate of Incorporation as filed with the Delaware Secretary of State on June 7, 2010.
- 3.2 Amended and Restated Bylaws, as amended effective June 7, 2010.

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: June 7, 2010

| | |
|--------|--------------------------------|
| By: | /s/ BRETT ZANE |
| Name: | Brett Zane |
| Title: | Chief Financial Officer |