

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 1, 2022**

**Spark Networks SE**  
(Exact name of registrant as specified in its charter)

Germany  
(State or other jurisdiction  
of incorporation)

001-38252  
(Commission  
File Number)

N/A  
(I.R.S. Employer  
Identification No.)

Kohlfurter Straße 41/43  
Berlin Germany 10999  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (+49) 30 868000

N/A  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
American Depository Shares each representing one-tenth of an ordinary share	LOV	The Nasdaq Stock Market, LLC
Ordinary shares, €1.00 nominal value per share*		

\* Not for trading purposes, but only in connection with the registration of American Depository Shares pursuant to the requirements of the Securities and Exchange Commission.

Indicate by check mark whether the registrant is an emerging growth company 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.

## Item 7.01 Regulation FD Disclosure.

On June 1, 2022, Spark Networks SE (the “Company”) issued a press release announcing that the Company has initiated an exploration of strategic alternatives and will consider a wide range of options for the Company, including a potential sale, merger or other strategic transaction, and continuing to operate as a public, independent company. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information set forth in Item 7.01 of this Current Report on Form 8-K and in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information set forth in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”) regardless of any general incorporation language in such filing.

## Forward-Looking Statements

This Current Report on Form 8-K and the press release incorporate herein by reference may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements generally relate to future events or our future financial or operating performance. Forward-looking statements may contain words such as “believes,” “hopes,” “intends,” “estimates,” “expects,” “projects,” “plans,” “anticipates,” “guides,” and variations thereof or similar expressions, and include the assumptions that underlie such statements. These forward-looking statements include statements regarding the Company’s exploration of strategic alternatives, the Company’s plans to consider a wide range of options including a potential sale, merger or other strategic transaction, and continuing to operate as a public, independent company, the Company being well-positioned to return to sustainable revenue growth, and the Company’s belief that now is an opportune time to explore a range of potential strategic alternatives. The Company’s expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected.

The forward-looking statements contained in this Current Report on Form 8-K and the press release incorporate herein by reference are also subject to other risks and uncertainties, including the risk that the Company may not identify one or more strategic alternatives or ultimately pursue a strategic alternative, the risk that the Company’s exploration of strategic alternatives or the public announcement thereof may be disruptive to the Company’s business operations or cause the Company’s stock price to fluctuate significantly, the risk that the Company’s exploration of strategic alternatives may be time consuming and involve the dedication of significant resources and may require the Company to incur significant costs and expenses, the risk that the Company’s exploration of strategic alternatives could divert the attention of the Company’s management and its board of directors from the existing business operations, negatively impact the Company’s ability to attract, retain and motivate key employees, and expose the Company to potential litigation in connection with the process of exploring strategic alternatives or any resulting transaction, among other risks and uncertainties, as well as those factors more fully described in our filings with the Securities and Exchange Commission (“SEC”), including the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, under the heading “Risk Factors,” and other documents of the Company filed, or to be filed, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. The forward-looking statements in this Current Report on Form 8-K and the press release incorporated herein by reference are based on information available to the Company as of the date hereof, and the Company disclaims any obligation to update any forward-looking statements, except as required by law. These forward-looking statements should not be relied upon as representing the Company’s assessments as of any date subsequent to the date of this Current Report on Form 8-K. Accordingly, undue reliance should not be placed upon the forward-looking statements.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by Spark Networks SE, dated June 1, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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 SE

Dated: June 1, 2022

By: /s/ Frederic Beckley

Frederic Beckley

General Counsel & Chief Administrative Officer

## Spark Networks Announces Exploration of Strategic Alternatives

BERLIN, June 1, 2022 /PRNewswire/ -- Spark Networks SE (NASDAQ: LOV), a leading social dating platform for meaningful relationships, today announced that it has initiated an exploration of strategic alternatives. As part of this process, the Company plans to consider a wide range of options including a potential sale, merger or other strategic transaction, and continuing to operate as a public, independent company.

“Spark is thriving from an operational standpoint and is well-positioned to return to sustainable revenue growth,” said Eric Eichmann, the Company’s Chief Executive Officer. “Following approaches by a number of parties interested in a potential transaction, we believe now is an opportune time to explore a range of potential strategic alternatives.”

There can be no assurance that this process will result in the Company pursuing a particular transaction or other strategic outcome. The Company has not set a timetable for completion of this process, and it does not intend to disclose further developments unless and until it determines that further disclosure is appropriate or necessary.

The Company has engaged Moelis & Company LLC to act as its financial advisor and Jones Day to act as its legal advisor in connection with the review.

### About Spark Networks SE

Spark Networks SE (NASDAQ: LOV) is a leading social dating platform for meaningful relationships focusing on the 40+ demographic and faith-based affiliations. Spark's widening portfolio of premium and freemium dating apps include Zoosk, EliteSingles, SilverSingles, Christian Mingle, Jdate, and JSwipe, among others. Spark is headquartered in Berlin, Germany, with offices in New York and Utah.

### Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements involve known and unknown risks, uncertainties, and other factors that may cause Spark Networks’ performance or achievements to be materially different from those of any expected future results, performance, or achievements. These statements include statements regarding Spark Networks’ exploration of strategic alternatives, Spark Networks’ plans to consider a wide range of options including a potential sale, merger or other strategic transaction, and continuing to operate as a public, independent company, Spark Networks being well-positioned to return to sustainable revenue growth, whether third parties will be interested in pursuing a potential transaction, and Spark

Networks' belief that now is an opportune time to explore a range of potential strategic alternatives. Spark Networks' expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected.

Any statements in this press release that are not statements of historical fact may be considered to be forward-looking statements. Written words, such as "believes," "hopes," "intends," "estimates," "expects," "projects," "plans," "anticipates," "guides," and variations thereof, or the use of future tense, identify forward-looking statements. By their nature, forward-looking statements and forecasts involve risks and uncertainties because they relate to events and depend on circumstances that will occur in the near future. There are a number of factors that could cause actual results and developments to differ materially, the risk that Spark Networks may not identify one or more strategic alternatives or ultimately pursue a strategic alternative, the risk that Spark Networks' exploration of strategic alternatives or the public announcement thereof may be disruptive to Spark Networks' business operations or cause Spark Networks' stock price to fluctuate significantly, the risk that Spark Networks' exploration of strategic alternatives may be time consuming and involve the dedication of significant resources and may require Spark Networks to incur significant costs and expenses, the risk that Spark Networks' exploration of strategic alternatives could divert the attention of Spark Networks' management and its board of directors from the existing business operations, negatively impact Spark Networks' ability to attract, retain and motivate key employees, and expose Spark Networks to potential litigation in connection with the process of exploring strategic alternatives or any resulting transaction, among other risks and uncertainties, as well as those factors more fully described in our filings with the Securities and Exchange Commission ("SEC"), including Spark Networks' Annual Report on Form 10-K for the year ended December 31, 2021, under the heading "Risk Factors," and other documents of Spark Networks filed, or to be filed, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. All forward-looking statements in this press release are made as of the date hereof, based on information available to Spark Networks as of the date hereof, and Spark Networks assumes no obligation to update any forward-looking statement except as required by law. These forward-looking statements should not be relied upon as representing Spark Networks' assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.