

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): September 7, 2023

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 Depositary Shares each representing one-tenth of an ordinary share Ordinary shares, €1.00 nominal value per share*	LOV	The Nasdaq Stock Market, LLC

* Not for trading purposes, but only in connection with the registration of American Depositary 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed, on April 12, 2023, Spark Networks SE (the “Company”) received a letter (the “Nasdaq Staff Deficiency Letter”) from The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company’s stockholders’ equity as reported in its Annual Report on Form 10-K for the fourth quarter and year ended December 31, 2022 (the “Form 10-K”), did not satisfy the continued listing requirement under Nasdaq Listing Rule 5550(b)(1) for the Nasdaq Capital Market, which requires that a listed company’s stockholders’ equity be at least \$2.5 million. As reported on its Form 10-K, the Company reported stockholders’ deficit of approximately \$(6,786,000). In addition, as of April 18, 2023, the Company did not meet the alternative compliance standards relating to the market value of listed securities or net income from continuing operations. The Company is also not currently in compliance with the Nasdaq continued listing requirement that the Company maintain a bid price for the Company’s American Depositary Shares (“ADS”) of above \$1.00 per share. Subsequent to the receipt of the Nasdaq Staff Deficiency Letter, and prior to the deadline set forth in such letter, the Company submitted a plan to regain compliance with Nasdaq listing Rule 5550(b)(1) to Nasdaq.

On June 21, 2023, the Company received a notice (the “Notice”) from the Listing Qualifications Department of Nasdaq. The Notice advised the Company that based on Staff’s review and the materials submitted by the Company on June 5, 2023, the Staff has determined to deny the Company’s request for continued listing on The Nasdaq Capital Market.

On June 22, 2023, after evaluating its options with respect to the Staff’s determination, the Company submitted an appeal to the Nasdaq Hearings Panel (the “Hearings Panel”), which automatically stayed the suspension of trading and subsequent delisting of the Company’s ADSs pending the Hearings Panel’s decision.

On September 6, 2023, the Company received a notification from Nasdaq that Nasdaq has determined to delist the Company’s ADSs from the Nasdaq Stock Market and, accordingly, will suspend trading the Company’s ADSs effective at the open of business on September 7, 2023. The Company expects that Nasdaq will also file a Form 25-NSE with the Securities and Exchange Commission to delist the Company from the Nasdaq Stock Market.

On September 7, 2023, the Company announced that it expects to have its ADSs quoted on the OTCQX[®] Best Market tier of the OTC Markets Group Inc. (the “OTCQX”), an electronic quotation service operated by OTC Markets Group Inc., on September 8, 2023 under the trading symbol “LOVLY.”

Item 8.01. Other Events.

On September 7, 2023, the Company issued a press release announcing that it expects trading on the OTC to commence on September 8, 2023. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated September 7, 2023
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: September 7, 2023

By: /s/ Frederic Beckley

Frederic Beckley

General Counsel & Chief Administrative Officer

Spark Networks Announces Commencement of OTC Trading

BERLIN – September 7, 2023 – Spark Networks SE (NASDAQ: LOV; OTC: LOVLY), a leading social dating platform for meaningful relationships, today announced that its American Depositary Shares expect to begin trading on the OTCQX® Best Market under the ticker symbol LOVLY on September 8, 2023. Consequently, Spark's shares will no longer trade on NASDAQ as of open of business on September 8, 2023.

OTCQX is the top tier of three markets organized by OTC Markets Group Inc. for trading over-the-counter securities and is designed for established, investor-focused U.S. and international companies. To qualify for the OTCQX market, companies must meet high financial standards, follow best practices in corporate governance, demonstrate compliance with U.S. securities laws, and be current with their disclosure. Investors can find current market information and real-time quotes for the Company on www.otcm Markets.com.

About Spark Networks SE

Spark Networks SE (NASDAQ: LOV; OTC: LOVLY) is a leading social dating platform for meaningful relationships focusing on the 40+ demographic and faith-based affiliations. Spark's 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.

Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions 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. Forward-looking statements are any statements that express the current beliefs and expectations of management, including but not limited to statements related to the risks associated with trading on the OTC. These and other risks are discussed in the Company's filings with the U.S. Securities and Exchange Commission, including, without limitation, its Annual Report on Form 10-K, filed on March 31, 2023, as amended, and its periodic reports on Form 10-Q and Form 8-K. Any statements contained herein that do not describe historical facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements. The Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to update or revise forward-looking statements, except as otherwise required by law, whether as a result of new information, future events or otherwise.

Contact

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