
**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): March 20, 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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 20, 2023, Michael McConnell resigned effective immediately as a director of the Board of Directors of Spark Networks SE (the “Company”). The resignation was not the result of any disagreement between the Company and Mr. McConnell on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

As previously disclosed in our Current Report on Form 8-K filed with the Securities and Exchange Commission on June 1, 2022, the Company initiated an exploration of strategic alternatives that 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. As of March 23, 2023, the Company is continuing its strategic alternatives review.

Forward-Looking Statements

This Current Report on Form 8-K 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 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 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.

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: March 23, 2023

By: /s/ Frederic Beckley
Frederic Beckley
General Counsel & Chief Administrative Officer