

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Germany
(State or other jurisdiction
of incorporation or organization)

Not Applicable
I.R.S. Employer
Identification No.

Kohlfurter Straße 41/43
Berlin 10999
Germany
(+49) 30 868 000 102
(Address and telephone number of Registrant's principal executive offices)

Spark Networks SE
2020 Long-Term Incentive Plan
(Full Title of the Plan)

Puglisi & Associates
850 Library Avenue
Suite 204
Newark, DE 19711
(302) 738-6680

Attention: Service of Process Department
(Name and address of agent for service)
(786) 509-6900
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Ordinary shares, no-par value, of Spark Networks SE	41,867	\$74.90	\$3,135,838.30	\$342.12

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an additional indeterminable number of ordinary shares of Spark Networks SE (the "Registrant"), no-par value ("Ordinary Shares"), that may become issuable under the 2018 Spark Networks SE Virtual Stock Option Plan (the "VSOP"), as may be necessary to adjust the number of Ordinary Shares being offered or issued pursuant to the VSOP as a result of stock splits, stock dividends or similar transactions. Each ADS represents the right to receive 0.1 Ordinary Shares.

- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sales prices of the Registrant's American Depositary Shares ("ADSs") as reported on the NYSE American on April 9, 2021, which was \$7.49 per ADS. Each ADS represents the right to receive 0.1 Ordinary Shares. Accordingly, the per share registration fee for the registration of Ordinary Shares set forth above is calculated by multiplying \$7.49 by 10.
 - (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$109.10 per \$1,000,000 of the proposed maximum aggregate offering price.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

* Information required by Part I to be contained in a Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

Upon written or oral request, the Registrant will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this registration statement. The Registrant also will provide without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act. Requests for the above mentioned information should be directed to: Spark Networks SE, Attention: Gitte Bendzulla, Chief Operating Officer and Chief Legal Officer.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

1. Spark SE's Annual Report for the fiscal year ended December 31, 2020 on [Form 10-K](#) filed on March 31, 2021; and

2. The description of the Ordinary Shares and American Depositary Shares included in the Form F-4 Registration Statement, which description is incorporated by reference into the [Form 8-A](#) (File No. 001-38252) filed with the Commission on October 20, 2017, pursuant to the Exchange Act, and any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended (the "Exchange Act") prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

Under German law, Spark SE may not, as a general matter, indemnify the members of its administrative board or the Spark SE managing directors to the extent such indemnification is related to a breach of duty of care as a member of the administrative board or Spark SE managing director, respectively.

Subject to the provisions of section 16, paragraph 4 of its Articles of Association, Spark SE may purchase and maintain insurance for or for the benefit of any person who is or was member of the administrative board of the Registrant, including insurance against any loss or liability or any expenditure he or she may incur, whether in connection with any proven or alleged act or omission in the actual or purported execution or discharge of his or her duties.

The receipt of any such benefit shall not disqualify any person from being or becoming a Registrant administrative board member.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See Exhibit Index on page 6.

Item 9. Undertakings

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that the undertakings set forth in paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant, unless in the opinion of its counsel the matter has been settled by controlling precedent, will submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

- 4.1 [2020 Spark Networks 2020 Long Term Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 6-K \(File No. 001-38252\), originally filed with the Commission on January 30, 2020\)](#)
- 4.2 [Articles of Association of Spark Networks SE dated September 7, 2020 \(incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-K \(File No. 001-38252\), originally filed with the Commission on March 31, 2021\)](#)
- 4.3 [Form of Specimen Certificate representing Ordinary Shares of Spark Networks SE \(incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form F-4/A \(File No. 333-220000\), originally filed with the Commission on August 16, 2017\)](#)
- 4.4 [Deposit Agreement \(incorporated by reference to the Form F-6 \(File No. 333-220610\), filed with the Commission on September 25, 2017\)](#)
- 4.5 [Form of American Depositary Receipt \(included in Exhibit 4.4\)](#)
- 5.1* [Opinion of Morrison & Foerster LLP as to the validity of the Ordinary Shares](#)
- 23.1* [Consent of Morrison & Foerster LLP as to the validity of the Ordinary Shares \(included in Exhibit 5.1\)](#)
- 23.2* [Consent of KPMG AG Wirtschaftsprüfungsgesellschaft, Independent Registered Public Accounting Firm](#)
- 24.1* [Power of Attorney \(included on signature page\)](#)

* Filed herewith

Spark Networks SE
Kohlfurter Straße 41/43
10999 Berlin

April 13, 2021

Spark Networks SE

Ladies and Gentlemen

We have acted as German legal advisers to Spark Networks SE, Munich, a European stock corporation (*Societas Europaea*) (the “**Company**”), as to matters of German law in connection with the issuing by the Company of 46,519 ordinary no par value registered shares of the Company, each representing a notional amount of € 1.00 of the Company’s share capital, (the “**Option Shares**”).

The Option Shares have been created by a capital increase from authorized capital as follows: The administrative Board of the Company (the “**Administrative Board**”) has been authorized by resolution of the shareholders’ meeting on October 25, 2017 to increase the Company’s share capital on one or several occasions on or before October 31, 2022, by not more than EUR 640,000.00 in exchange for contributions in cash and/or in kind, by issuing new ordinary no-par-value registered shares (the “**Authorized Capital 2017**”). The Authorized Capital 2017 has been registered with the commercial register of the Company on November 7, 2017 and the Company’s articles of association have been amended accordingly in sec. 4 para. 3.

On June 26, 2019 the Administrative Board resolved to make use of the Authorized Capital 2017 and to increase the registered share capital of then EUR 1,316,866.00 by EUR 46,519.00 to EUR 1,363,385.00, by way of issuance of the Option Shares (i.e. 46,519 new ordinary no-par value registered shares, each representing a notional amount of € 1.00 of the Company’s registered share capital) in return for certain contributions in kind (the “**Option Shares Capital Increase**”). The Option Shares Capital Increase has been registered with the commercial register of the Company on July 2, 2019.

We have been informed that the Company intends to deliver up to 41,867 of the Option Shares to certain participants of the Company’s current and future Virtual Stock Option Plans (the “**VSOP Option Shares**”). The VSOP Option Shares may be delivered in the form of American depository shares representing the right to receive such VSOP Option Shares (the “**ADS**”).

Morrison & Foerster LLP is a Limited Liability Partnership under the laws of California, registered with the Secretary of State, State of California, Sacramento, California (registration number 45391). The Berlin office is seated at Potsdamer Platz 1, 10785 Berlin. The personal liability of the partners as shareholders of Morrison & Foerster LLP is limited. A list of all partners of Morrison & Foerster LLP is available for inspection at the Berlin office.

The partners of the Berlin office are: Christoph Wagner, Jens-Uwe Hinder, Hanno Timmer, Dirk Besse, Jörg Meißner, Andreas Grünwald, Kristina Ehle (International), Angela Kerek (International), Christiane Stütze (International) and Florian Ehrich (International).

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We have been informed that the ADS representing the VSOP Option Shares will be registered with the Securities and Exchange Commission (the “SEC”) through a registration statement on Form S-8 (the “Registration Statement”).

Documents Reviewed

1. For the purposes of rendering this legal opinion, we have examined the following documents (together, the “Opinion Documents”)
 - (a) a copy of the Articles of Association (*Satzung*) of the Company in a version certified by the notary Dr. Bernhard Schaub, Munich, as of July 2, 2019;
 - (b) a copy of the minutes of the extraordinary shareholders’ meeting of the Company held on October 25, 2017, setting forth, *inter alia*, the resolution passed by the shareholders’ meeting creating the Authorized Capital 2017;
 - (c) an electronic excerpt from the commercial register at the local court in Munich (*Amtsgericht München*) relating to the Company, docket no. HRB 232591, dated April 9, 2021 (“Register Excerpt”);
 - (d) a copy of the global share certificate (*Globalurkunde*) evidencing the Option Shares;
 - (e) a copy of the minutes of the resolutions of the Administrative Board regarding the Option Shares Capital Increase dated June 26, 2019; and
 - (f) any such other documents, declarations, certificates and other papers as we have deemed necessary as a basis for the opinions expressed herein.

Assumptions

2. In considering the Opinion Documents and rendering this opinion we have assumed without further inquiry:
 - (a) the conformity of all copies of documents supplied to us with the relevant originals and the authenticity and completeness of all documents submitted to us whether as originals or as copies;
 - (b) that all signatures on Opinion Documents are genuine signatures of those individuals from whom they purport to stem;
 - (c) that Opinion Documents examined by us in draft form have been or, as the case may be, will be executed in the form of the draft examined by us;

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- (d) that the Register Excerpt is accurate and complete as of its date and that no changes to the facts related therein have occurred between its date and the date hereof;
- (e) the correctness and completeness of all factual matters expressed in the Opinion Documents;
- (f) that the validity of the shareholder resolution referred to under 1(b) above is not affected by any circumstance not apparent from the face of the Opinion Document referred to under 1(b); and
- (g) that the contributions in kind contributed in connection with the Option Shares Capital Increase have been of sufficient value to fully pay the Option Shares.

Laws Considered

- 3. The undersigned is admitted to the bar in Berlin, Germany, and licensed as attorney in Germany. This opinion is, therefore, limited to matters of German law as presently in effect (including the law of the European Union). We have not investigated and do not express or imply an opinion with respect to the laws of any other jurisdiction.

Opinion Statement

- 4. Based upon and subject to the foregoing and the qualifications set out below, we are of the opinion that the Option Shares have been legally and validly issued, are fully paid and non-assessable.

In this opinion, concepts of German law are addressed in the English language and not in the original German terms, which may differ in their exact legal meaning. This opinion may only be relied upon under the express condition that this opinion and any issues of interpretation arising hereunder are exclusively governed by German law.

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This opinion speaks as of its date only, and we do not assume any obligation to update this opinion or to inform you of any changes to any of the facts or laws of other matters referred to herein. This opinion is rendered solely in connection with the Registration Statement. This opinion may not, without our prior written consent, be disclosed, quoted, referred to in any other matter or context whatsoever, save that this opinion may be used as required by law. However, we consent to the filing of this opinion as an exhibit to the Registration Statement. By giving this consent, we neither claim nor admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations issued thereunder.

Very truly yours

/s/ Morrison & Foerster LLP

Morrison & Foerster LLP

Consent of Independent Registered Public Accounting Firm

The Administrative Board
Spark Networks SE:

We consent to the use of our report incorporated by reference herein.

/s/ KPMG AG Wirtschaftsprüfungsgesellschaft

Berlin, Germany

April 12, 2021