

SPARK NETWORKS PLC
Form 424B3
November 15, 2006
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Filed Pursuant to Rule 424(b)(3)

File Number 333-123228

PROSPECTUS SUPPLEMENT NO. 7

to Prospectus declared

effective on June 12, 2006

(Registration No. 333-123228)

SPARK NETWORKS PLC

This Prospectus Supplement No. 7 supplements our Prospectus dated June 12, 2006 and Prospectus Supplements Nos. 1, 2, 3, 4, 5, and 6 (collectively referred to as, the Prospectus Supplements) dated June 20, July 10, August 4, August 11, September 21, and November 9, 2006, respectively. The selling shareholders identified in the Prospectus are offering ordinary shares in the form of American Depositary Shares, or ADSs. Each ADS represents the right to receive one ordinary share. We will not receive any proceeds from the sale of the shares by the selling shareholders, except for funds received from the exercise of warrants and options held by selling shareholders, if and when exercised.

You should read this Prospectus Supplement No. 7 together with the Prospectus and Prospectus Supplements.

This Prospectus Supplement No. 7 includes the attached Quarterly Report on Form 10-Q of Spark Networks plc as filed with the Securities and Exchange Commission on November 14, 2006.

Our ADSs are listed on the American Stock Exchange under the trading symbol LOV.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement No. 7 is November 15, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 000-51195

SPARK NETWORKS PLC

(Exact name of registrant as specified in its charter)

ENGLAND AND WALES
(State or other jurisdiction of incorporation or organization)

98-0200628
(I.R.S. Employer Identification No.)

8383 Wilshire Boulevard, Suite 800, Beverly Hills, California
(Address of principal executive offices)

90211
(Zip Code)

(323) 836-3000

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The registrant had 30,988,524 outstanding ordinary shares, par value £0.01 per share, as of November 10, 2006.

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SPARK NETWORKS PLC

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Table of Contents**ITEM 1. FINANCIAL STATEMENTS****SPARK NETWORKS PLC****CONSOLIDATED BALANCE SHEETS****(in thousands, except share data)**

	September 30, 2006 (unaudited)	December 31, 2005
Assets		
Current assets:		
Cash and cash equivalents	\$ 15,423	\$ 17,096
Marketable securities	196	196
Restricted cash	2,004	1,126
Accounts receivable, net of allowance of \$0 and \$13 for Sept. 30, 2006 and December 31, 2005	1,111	932
Prepaid expenses and other	1,125	1,452
Total current assets	19,859	20,802
Property and equipment, net	2,969	4,453
Goodwill, net	19,139	17,344
Intangible assets, net	4,808	4,627
Investment in noncontrolled affiliate	1,074	1,099
Deposits and other assets	245	295
Total assets	\$ 48,094	\$ 48,620
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 1,251	\$ 2,267
Accrued liabilities	4,428	3,632
Deferred revenue	4,520	4,991
Notes payable - current portion	1,415	9,930
Current portion of obligations under capital leases	43	
Total current liabilities	11,657	20,820
Deferred tax liabilities	1,827	1,717
Notes payable - long term		900
Obligations under capital leases	69	
Total liabilities	13,553	23,437
Shares subject to rescission (Note 6)	7,491	6,089
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Authorized capital £800,000 divided into 80,000,000 ordinary shares of 1p each; issued and outstanding 30,828,196 shares as of September 30, 2006 and 30,241,496 shares as of December 31, 2005, at a stated value of:	500	487
Additional paid-in-capital	67,601	64,064
Accumulated other comprehensive (loss)	160	(302)
Notes receivable from employees		(82)
Accumulated deficit	(41,211)	(45,073)
Total shareholders' equity	27,050	19,094

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Total liabilities and shareholders' equity	\$ 48,094	\$ 48,620
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See accompanying notes.

Table of Contents**SPARK NETWORKS PLC****CONSOLIDATED STATEMENTS OF OPERATIONS**

(unaudited, in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Net revenues	\$ 17,506	\$ 16,935	\$ 51,616	\$ 48,925
Direct marketing expenses	5,903	7,073	18,350	18,352
Contribution margin	11,603	9,862	33,266	30,573
Operating expenses:				
Indirect marketing (including share-based compensation of \$7,\$10, \$33, and \$10)	311	287	933	900
Customer service (including share-based compensation of \$7, \$22, \$54, and \$22)	910	726	2,716	1,923
Technical operations (including share-based compensation of \$129, \$168, \$505, and \$168)	1,701	2,168	6,138	5,433
Product development (including share-based compensation of \$68, \$124, \$307, and \$124)	713	1,111	2,526	3,199
General and administrative (including share-based compensation of \$388, \$1,028, \$2,117, and \$1,000)	4,900	7,099	16,176	18,900
Amortization of intangible assets other than goodwill	290	437	884	848
Total operating expenses	8,825	11,828	29,373	31,203
Operating income (loss)	2,778	(1,966)	3,893	(630)
Interest (income), loss and other expenses, net	(80)	141	(174)	285
Income (loss) before income taxes	2,858	(2,107)	4,067	(915)
Provision for income taxes	34	56	205	120
Net income (loss)	\$ 2,824	\$ (2,163)	\$ 3,862	\$ (1,035)
Net income (loss) per share basic	\$ 0.09	\$ (0.08)	\$ 0.13	\$ (0.04)
Net income (loss) per share diluted	\$ 0.09	\$ (0.08)	\$ 0.12	\$ (0.04)
Weighted average shares outstanding basic	30,741	26,080	30,457	25,621
Weighted average shares outstanding diluted	31,271	26,080	31,299	25,621

See accompanying notes.

Table of Contents**SPARK NETWORKS PLC****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(unaudited, in thousands)

	Nine Months Ended September 30,	
	2006	2005
Cash flows from operating activities:		
Net income (loss)	\$	3,862
		\$ (1,035)
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization		3,137
Share-based compensation		2,999
Loss from sale of marketable securities		106
Shares issued for legal settlement		97
Deferred tax liability		129
Loss from investment in non-controlled affiliate		25
Imputed interest on notes payable		73
Impairment of employee loan		82
Changes in operating assets and liabilities:		
Accounts receivable		63
Restricted cash		(877)
Prepaid expenses and other assets		285
Accounts payable and accrued liabilities		(1,010)
Deferred revenue		(471)
		166
Net cash provided by operating activities		8,297
		1,681
Cash flows from investing activities:		
Purchase of marketable securities		2,967
Purchases of property and equipment		(569)
Purchases of businesses and intangible assets		(2,300)
Acquisition of MingleMatch, Inc. net of cash acquired		(1,778)
Net cash used in investing activities		(2,869)
		(129)
Cash flows from financing activities:		
Proceeds from issuance of ordinary shares		1,905
Principal payments of capital lease obligations		(23)
Excess tax benefits from share-based compensation		17
Payment on notes payable for acquisition		(9,000)
Net cash (used in), provided by financing activities		(7,101)
		2,654
Net (decrease) increase in cash		(1,673)
Cash and cash equivalents at beginning of period		17,096
		4,265
Cash and cash equivalents at end of period	\$	15,423
		\$ 8,471
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$	12
		\$ 2
Cash paid for income taxes	\$	57
		\$
Assets acquired through a capital lease	\$	135
		\$

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MingleMatch Inc. acquisition:

Short-term notes payable issued	\$	\$ 10,000
Fair value of ordinary shares issued	\$	\$ 1,079
Transaction costs	\$	\$ 165
Shares issued for legal settlement expensed in prior year	\$	

Wasatch Small Cap Value Fund This fund invests at least 65% of its assets in common stocks of companies with market capitalization less than \$300 million. This fund is a long-term growth fund.

American Century Equity Income Fund This fund seeks current income and capital appreciation as a secondary consideration by normally investing at least 85% of its assets in income-producing securities and at least 15% of its assets in equities.

Fidelity Dividend Growth Fund This fund seeks capital appreciation. The fund normally invests at least 80% of assets in equity securities. It usually invests in companies that the advisor believes have the potential to pay dividends in the future. The fund invests in domestic and foreign issuers.

Turner Small Cap Equity Fund This fund seeks capital appreciation through investing in a diversified portfolio of common stocks with market capitalizations not exceeding \$1 billion.

Fidelity Equity Income Fund This fund seeks to achieve reasonable income and also considers the potential for capital appreciation

by investing mainly in income-producing equity securities.

Fidelity Puritan Fund This fund invests in a broadly diversified portfolio of high-yielding equity and debt securities with preservation of capital as its main objective.

RYDEX OTC Fund This fund seeks to provide investment results that correspond to the NASDAQ 100 index, a benchmark for over-the-counter securities.

Pimco Total Return Administrative Shares This fund seeks total return consistent with preservation of capital. The fund normally invests at least 65% of assets in debt securities, including U.S. government securities, corporate bonds, and mortgage-related securities. It may invest up to 20% of assets in securities denominated in foreign currencies. The fund may invest up to 10% of assets in high yield securities rated B or higher. The portfolio duration generally ranges from three to six years.

Wasatch Small Cap Growth Fund This fund seeks long-term growth of capital with income as a secondary concern. The fund normally invests at least 65% of its assets in equities that management believes have above-average appreciation potential.

SkyWest, Inc. Common Stock Invests only in shares of the Company's common stock. Shares of Company's common stock are bought and sold over-the-counter each pay period based on participants' elections. Voting rights for the common stock held in the SkyWest Common Stock Fund are passed through to participants. The market value of the Company's common stock is determined based on unitized stock accounting.

Nations International Value Investor Fund This fund seeks long-term capital appreciation. The fund normally invests at least 65% of its assets in foreign equities from at least three foreign countries.

Banc of America Nations Marsico Focused Equities Fund This fund seeks long-term growth of capital by investing at least 65% of its assets in common stocks of large companies with a core position of 20 to 30 common stocks.

Marsico Focus Fund This fund seeks long-term growth of capital. The fund primarily invests in equity securities. It may invest up to 10% of assets in fixed-income securities, and up to 5% in high-yield bonds and mortgage and asset-backed securities. The fund invests in approximately 20 to 30 common stocks with growth potential. It may also invest without limit in equity and debt securities of foreign issuers. The fund is non-diversified.

Vanguard Admiral Intermediate-Term Treasury Fund This fund seeks to provide current income from investing at least 85% of its assets in common stocks of large companies with a core position of 20 to 30 common stocks.

Calamos Growth Fund This fund seeks long-term capital growth. The fund invests primarily in equity securities, although it may invest in other securities that, according to the manager, present

opportunities for capital appreciation. The investment-selection process emphasizes earnings-growth potential coupled with financial strength and stability. The fund may invest no more than 5% of assets in the securities of unseasoned issuers. It may also invest up to 25% of assets in foreign securities and may engage in various futures and options strategies.

Participant Directed Brokerage Accounts

This fund allows selected employees to invest up to 50% of their account balance in mutual funds or corporate stocks listed on the major exchanges. This fund is currently limited to 25 participants.

Oakmark Fund This fund seeks long-term capital appreciation. The fund principally invests in United States securities. It may invest up to 25% of assets in securities rated below investment grade. The fund currently offers Class I and II shares. Class II shares are offered only to certain 401(k) and other tax-qualified plans.

Turner Mid Cap Growth Fund This growth fund invests primarily in common stocks with market capitalization amounts between \$500 million and \$6 billion that management believes offer strong earnings growth potential.

Pimco Real Return Administrative Fund This fund invests at least 65% of its assets in inflation indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies, or government sponsored enterprises and corporations.

RS Global Natural Resources Fund RS Global Natural Resources Fund seeks long-term capital appreciation. The fund invests principally in equity securities of issuers in natural resources industries located in at least three countries, which may include the United States. Companies in natural resources industries include companies that are principally engaged in the discovery, development, production, or distribution of natural resources; the development of technologies for the production or efficient use of natural resources; or the furnishing of related supplies or services.

WM. Blair Funds International Growth Fund This fund seeks long-term capital appreciation. The fund invests primarily in a diversified portfolio of common stocks of foreign companies of all sizes. The adviser will normally allocate the funds investments among at least six different countries. Generally the funds investments will be divided among Continental Europe, the United

Kingdom, Canada, Japan and the markets of the Pacific Basin. However, selective investments may also be made in Latin America and in emerging markets.

Ameristock Mutual Fund This fund seeks to invest in large-capitalization companies. The Fund utilizes the best of active (fundamental) and passive index portfolio management techniques.

Oakmark International Fund This fund seeks long-term capital appreciation. The fund normally invests in at least five countries outside of the United States. These securities are typically undervalued relative to their underlying economic value, as determined by the advisor. The advisor assigns long-term value primarily on the basis of a company's ability to generate cash flow. Quality of management, market share, and degree of pricing power provide other parameters of value. Management does not expect to invest more than 35% of assets in securities of companies based in emerging markets.

Morley Stable Value Fund This fund is to provide a low-risk, moderate-yield investment for participants. The Fund is managed to earn a high level of return, consistent with, and providing for, preservation of capital and high credit quality.

Neuberger Berman High Income Bond Fund This fund seeks high total returns consistent with capital preservation. The fund normally invests in a diversified portfolio of U.S. intermediate-term, high-yield corporate bonds with maturities of ten years or less. Most of these bonds are below investment grade. Management expects to normally maintain a dollar-weighted average maturity between five and seven years.

Pimco Emerging Markets Bond Fund This fund seeks total return consistent with capital preservation. The fund normally invests at least 80% of assets in emerging market fixed income securities. It may invest up to 20% of assets in various fixed income instruments issued by countries with developed foreign securities markets. The fund may also invest in futures contracts, options, equities, and convertibles. It may invest virtually all assets in securities rated below investment grade but rated B or higher. Typically, the average duration will not exceed eight years. The fund is non-diversified.

(f) **Participants
Loans Receivable**

The Plan agreement provides for loans to be made to participants and beneficiaries. The loans must bear a reasonable rate of interest, have specific repayment terms and be adequately secured. Under no circumstances can the amount of the loan exceed the lesser of \$50,000 or 50% of the participant's vested account balance.

(g) **Parties-in-Interest**

The Company and Fidelity Investments Company (Fidelity) are considered parties-in-interest to the Plan. The Company's common stock and Fidelity managed mutual funds are investment options in the Plan. Fidelity is the asset custodian for the Plan.

**(2) Summary of
Significant Accounting Policies**

(a) **Basis of
Accounting**

The Plan's financial statements are prepared on the accrual basis of accounting, in accordance with U.S. generally accepted accounting principles.

(b) **Use of
Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the

reported changes in net assets available for benefits during the reporting period. Actual results could differ from these estimates.

*(c) Investment
Valuation*

The Plan provides for investments in certain investment securities. These securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the accompanying statements of net assets available for benefits.

Investments, other than participants' loans receivable are carried at quoted market value. Shares of the registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The Company's common stock is valued at the last reported sales price on the last business day of the Plan year. Loans receivable from participants are valued at face value, which approximates the future principal and interest payments discounted at prevailing interest rates for similar instruments. Unrealized appreciation or depreciation caused by fluctuations in the market value of investments is recognized in the statement of changes in net assets available for benefits. Dividends and interest are reinvested as earned. Purchases and sales of investments are recorded on a trade-date basis.

*(d) Distributions to
Participants*

Distributions to participants are recorded when paid.

(e) ***Expenses***

The Plan pays substantially all administrative expenses of the Plan, other than legal fees, which are born by the Company.

(f) ***Interest and Dividend Income***

Interest income is recorded as earned on the accrual basis. Dividend income is recorded on the ex-dividend date.

(g) Termination of Plan

Although it has not expressed any intent to do so, the Company may terminate the Plan at any time subject to the provisions of the Plan and ERISA. If the Plan is terminated, the participants will become fully vested and have a non-forfeitable interest in their accounts.

(3) Related Parties

Transactions in shares of the Company's common stock qualify as party-in-interest transactions under the provisions of ERISA. During 2004, the Plan made purchases of \$1,480,221 and sales of \$1,342,226 of the Company's common stock.

One of the directors of the Company is a shareholder in Soltis Investment Advisors, Inc. (Soltis). Soltis provides investment advisory services to the Company's Plan. The Plan's assets are invested in funds such as Fidelity, Vanguard, Marsico, and Turner. The Plan's assets are in a custodian account with Fidelity Investments in the name of SkyWest. Funds attributable to the Plan are wired directly from the Company to Fidelity Investments. Fidelity provides insurance that covers the total value of the accounts in the event that Fidelity fails financially or in the event of loss other than those through normal market declines. Soltis receives no fees directly from the Company for its services, rather the Plan pays Soltis directly for advisory fees which are deducted from plan participant's individual account balances on a quarterly basis. The deduction for quarterly fees is reviewed by the Company's management. During 2004, Soltis received approximately \$195,000 in fees for these services.

(4) Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated June 21, 2002, stating that the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Subsequent to the receipt of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. As of December 31, 2004, the Plan was required to make certain corrective distributions in order to remain qualified under IRC 401(a). The Plan sponsor has indicated that it will take the necessary steps, to bring the Plan's operations into compliance with the Code.

(5) Investments

During 2004, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	Net Realized and Unrealized Appreciation in Fair Value of Investments
Common stock	\$ 514,461
Mutual funds	8,219,071
	\$ 8,733,532

(6) Plan Amendments

During 2003, the Plan was amended to reflect final Treasury Regulations relating to minimum required distributions under Section 401(a)(9) of the IRC of 1986 and

to clarify certain other provisions of the Plan.

**SKYWEST, INC. EMPLOYEES
RETIREMENT PLAN**

EIN 87-0292166, Plan 001

Schedule H, Line 4i Schedule of
Assets (Held at End of Year)

December 31, 2004

(a)	(b) Identity of issuer, borrower, Lessor, or similar party	(c) Description Of investment	(e) Current Value
	Harris Associates LP	362,675 shares of Oakmark Select Fund	\$ 12,095,216
*	Fidelity Investments Institutional Services Co.	107,831 shares of Magellan Fund	11,191,787
*	Fidelity Investments Institutional Services Co.	10,272,766 shares of Spartan Money Market Fund	10,272,766
	Neuberger & Berman Management, Inc.	206,707 shares of Neuberger Berman Genesis Fund	8,820,184
	Janus Capital Corp.	330,913 shares of Janus Overseas Fund	8,027,940
	Strong Capital Management, Inc.	380,677 shares of Strong Growth Fund	7,366,102
	Wasatch Advisors Inc.	1,201,068 shares of Wasatch Small	6,641,904

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	Cap Value Fund		
American Century Investments	718,497 shares of Equity Income Fund	5,827,014	
* Fidelity Investments Institutional Services Co.	196,130 shares of Dividend Growth Fund	5,587,744	
Turner Investment Partners, Inc.	215,525 shares of Turner Small Cap Equity Fund	5,166,144	
* Fidelity Investments Institutional Services Co.	79,729 shares of Equity Income Fund	4,208,094	
* Fidelity Investments Institutional Services Co.	206,137 shares of Puritan Fund	3,906,294	
RYDEX Global Advisors	353,069 shares of RYDEX OTC Fund	3,844,922	
Pimco Total Return Administrative Shares	339,937 shares of Total Return Administrative Shares	3,627,124	
Wasatch Advisors Inc.	90,795 shares of Wasatch Small Cap Growth Fund	3,582,759	

(a)	(b) Identity of issuer, borrower, Lessor, or similar party	(c) Description Of investment	(e) Current Value
*	SkyWest, Inc.	171,638 shares of SkyWest, Inc. Common Stock	\$ 3,443,051
	Nations International	119,406 shares of Nations International Value Investor Fund	2,718,870
	Banc of America Advisors, Inc.	114,913 shares of Nations Marsico Focused Equities Fund	2,121,292
	Marsico Capital Management LLC	115,755 shares of Marsico Focus Fund	1,922,691
	The Vanguard Group	148,490 shares of Vanguard Admiral Intermediate-Term Treasury Fund	1,671,996
	Calamos Investments LLC	25,923 shares of Calamos Growth Fund	1,373,384
	Participant Directed Brokerage Accounts	Various Mutual Funds and Common Stocks	1,117,002
	Oakmark Fund	26,242 shares of Oakmark Fund	1,096,136
	Turner Investment Partners, Inc.	42,757 shares of Turner Mid Cap Growth Fund	1,044,549
	Pimco Real Return Administrative Fund	79,862 shares of	

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	Pimco Real Return Administrative Fund	917,620
RS Investments	33,798 shares of RS Global Natural Resources Fund	835,476
William Blair & Company	32,987 shares of WM. Blair Funds International Growth Fund	728,693
Ameristock Corporation	17,350 shares of Ameristock Mutual Fund	703,355
Oakmark International Fund	28,424 shares of Oakmark International Fund	600,600
Morley Stable Value Fund	31,164 shares of Morley Stable Value Fund	582,143

(a)	(b) Identity of issuer, borrower, Lessor, or similar party	(c) Description Of investment	(e) Current Value
	Neuberger & Berman Management, Inc.	57,245 shares of High Income Bond Fund	544,400
	Pimco Pacific Investment Management Series	46,695 shares of Emerging Markets Bond Fund	507,103
*	Plan Participants	803 loans at 7% - 10% interest, with maturity dates through 2019 collateralized by respective participants account balances	4,079,050
			\$ 126,173,405

* Denotes party-in-interest

Column (d) is not required as all investments are participant-direct

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 27, 2005 SKYWEST, INC.
EMPLOYEES
RETIREMENT
PLAN

/s/
Bradford
R. Rich
Bradford R. Rich
Chief Financial
Officer and
Treasurer

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