

# SPARK ENERGY, INC.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/23/19

Address	12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX, 77079
Telephone	(713) 600-2600
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SIC Code	4931 - Electric and Other Services Combined
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

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

**Form S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Spark Energy, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of other jurisdiction of incorporation or organization)

**46-5453215**

(I.R.S. Employer Identification No.)

**12140 Wickchester Ln., Suite 100**

**Houston, Texas 77079**

(Address of principal executive offices)

**77079**

(Zip Code)

**Spark Energy, Inc. Second Amended and Restated Long Term Incentive Plan**

(Full title of the plan)

**C. Alexis Keene**

**Interim General Counsel and Corporate Secretary**

**12140 Wickchester Ln., Suite 100**

**Houston, Texas 77079**

**(713) 600-2600**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**With a copy to:**

Clint Smith

Jones Walker LLP

201 St. Charles Avenue, Suite 5100

New Orleans, Louisiana 70170

(504) 582-8429

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.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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

#### CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to Be Registered( 1)</b>	<b>Proposed Maximum Offering Price Per Share( 2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
<b>Class A common stock, par value \$0.01 per share (“Common Stock”)</b>	<b>1,500,000 shares</b>	<b>\$9.88</b>	<b>\$14,820,000.00</b>	<b>\$1,796</b>

- (1) Represents the number of additional shares of Common Stock reserved for issuance under the Spark Energy, Inc. Second Amended and Restated Long Term Incentive Plan (the “Plan”). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of Common Stock that become issuable pursuant to the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of shares of outstanding Common Stock.
- (2) Estimated in accordance with Rule 457(c) and (h)(1) solely for the purpose of calculating the registration fee on the basis of \$9.88 per share, which represents the average of the high and low prices of the Common Stock reported on the NASDAQ Global Select Market on May 16, 2019.

## INCORPORATION BY REFERENCE

This registration statement on Form S-8 is being filed in accordance with General Instruction E to Form S-8 to register 1,500,000 additional shares of Class A common stock, par value \$0.01 per share (the "Common Stock") of Spark Energy, Inc. (the "Company"), to be offered under the Spark Energy, Inc. Second Amended and Restated Long Term Incentive Plan, as approved by the Company's shareholders on May 22, 2019. The contents of the Company's Form S-8 registration statement filed with the Securities and Exchange Commission on July 31, 2014 (File No. 333-197738) are incorporated herein by reference.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

The following exhibits are filed as part of this registration statement:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Amended and Restated Certificate of Incorporation of Spark Energy, Inc. (incorporated by reference to Exhibit 3.1 filed with the Company's Current Report on Form 8-K filed on August 4, 2014).
4.2	Amended and Restated Bylaws of Spark Energy, Inc. (incorporated by reference to Exhibit 3.2 filed with the Company's Current Report on Form 8-K filed on August 4, 2014).
4.3	Certificate of Designations of Rights and Preferences of 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock (incorporated by reference to Exhibit 5 filed with the Company's Registration Statement on Form 8-A filed on March 11, 2017).
5.1*	<a href="#">Opinion of Jones Walker LLP.</a>
23.1*	Consent of Jones Walker LLP (included in Exhibit 5.1).
23.2*	<a href="#">Consent of Ernst &amp; Young LLP.</a>
23.3*	<a href="#">Consent of KPMG LLP.</a>
24.1*	Powers of Attorney (included on signature page).
99.1	Spark Energy, Inc. Second Amended and Restated Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 filed with the Company's Current Report on Form 8-K filed on May 23, 2019).

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\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 23, 2019.

SPARK ENERGY, INC.

By: /s/ Nathan G. Kroeker

Nathan G. Kroeker  
President and Chief Executive Officer, Interim Chief  
Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints C. Alexis Keene, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act, as amended, this registration statement has been signed by the following persons in the capacities on May 23, 2019.

**Signature**

**Title**

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/s/ W. Keith Maxwell

Chairman of the Board, Director

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/s/Nathan G. Kroeker

Director, President and Chief Executive Officer (Principal Executive Officer),  
Interim Chief Financial Officer (Principal Financial Officer and Principal  
Accounting Officer)

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/s/ James G. Jones II

Director

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/s/ Kenneth M. Hartwick

Director

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/s/ Nick W. Evans, Jr.

Director

May 23, 2019

Spark Energy, Inc.  
12140 Wickchester, Suite 100  
Houston, Texas 77079

Ladies and Gentlemen:

We have acted as counsel for Spark Energy, Inc., a Delaware corporation (the “*Company*”), in connection with the Company’s registration statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), relating to the registration of an additional 1,500,000 shares of the Company’s Class A common stock, par value \$0.01 per share (the “*Shares*”), which Shares may be issued from time to time in accordance with the terms of the Spark Energy, Inc. Second Amended and Restated Long Term Incentive Plan (as amended from time to time, the “*Plan*”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including: (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors and the compensation committee of the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed: (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied.

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We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder. This opinion speaks as of its date, and we undertake no (and hereby disclaim any) obligation to update this opinion.

/s/ Jones Walker LLP  
JONES WALKER LLP



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Second Amended and Restated Long-Term Incentive Plan of Spark Energy, Inc. of our report dated March 4, 2019, with respect to the consolidated financial statements of Spark Energy, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas  
May 23, 2019

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors:

Spark Energy, Inc.:

We consent to the use of our report dated March 9, 2018, except as to note 3, which is as of March 4, 2019, with respect to the consolidated balance sheets of Spark Energy, Inc. as of December 31, 2017 and 2016, and the related consolidated statements of operations and comprehensive (loss) income, changes in equity, and cash flows for each of the years in the two-year period ended December 31, 2017, and the related notes (collectively, the consolidated financial statements) incorporated herein by reference to the Form S-8 of Spark Energy, Inc. dated May 23, 2019.

Our report on the consolidated financial statements refers to a change in the accounting for employee taxes paid for shares withheld for tax withholding purposes.

/s/ KPMG LLP

Houston, Texas

May 23, 2019