

**SPARK ENERGY, INC.**  
Reported by  
**HARTWICK KENNETH MICHAEL**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 05/22/18 for the Period Ending 05/18/18

Address 12140 WICKCHESTER LANE  
SUITE 100  
HOUSTON, TX, 77079  
Telephone (713) 600-2600  
CIK 0001606268  
Symbol SPKE  
Fiscal Year 12/31

# FORM 4

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

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Hartwick Kenneth Michael</b>			<b>Spark Energy, Inc. [ SPKE ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>12140 WICKCHESTER LANE SUITE 100</b>			<b>5/18/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>HOUSTON, TX 77079</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	5/18/2018		M		10247 (1)	A	\$0	43599	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(2)	5/18/2018		M		15764		(3)	(3)	Class A Common Stock	15764.0	\$0	0	D	
Restricted Stock Unit	(4)	5/18/2018		A		6049		(5)	(5)	Class A Common Stock	6049.0	\$0	6049	D	

**Explanation of Responses:**

- The shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), reported represent shares issued as a result of vesting of 15,764 restricted stock units (the "Restricted Stock Units") on May 18, 2018. Of the 15,764 Restricted Stock Units, 10,247 Restricted Stock Units were settled in shares of Class A Common Stock and 5,517 Restricted Stock Units were cash settled based on the closing price on the date of vesting.
- Each Restricted Stock Unit represents a right to receive, upon vesting, one share of Class A Common Stock of Spark Energy, Inc., cash, or a combination of both. Each Restricted Stock Unit includes tandem dividend equivalents which will vest upon the same schedule referenced in Footnote 3.
- Each of these RSUs vests and pays out upon vesting and payout of the underlying award of RSUs to which the dividend equivalent relates.
- Restricted Stock Units convert into Class A Common Stock on a one-for-one basis or may be cash settled in accordance with the Spark Energy Inc. Amended and Restated Long Term Incentive Plan.
- The Restricted Stock Units will vest in full on May 18, 2019. Each of these Restricted Stock Units, and all dividend equivalents, will vest and pay out upon vesting of the underlying award of Restricted Stock Units to which the dividend equivalent payment relates.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Hartwick Kenneth Michael</b> <b>12140 WICKCHESTER LANE SUITE 100</b> <b>HOUSTON, TX 77079</b>	<b>X</b>			

**Signatures**

/s/ Kenneth M. Hartwick, by Gil Melman as Attorney-in-Fact

5/22/2018

    Signature of Reporting Person

    Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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