

SPARK ENERGY, INC.

Reported by
KROEKER NATHAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/21/19 for the Period Ending 05/18/19

Address	12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX, 77079
Telephone	(713) 600-2600
CIK	0001606268
Symbol	SPKE
SIC Code	4931 - Electric and Other Services Combined
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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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)		
Kroeker Nathan			Spark Energy, Inc. [SPKE]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President & CEO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
12140 WICKCHESTER LANE SUITE 100			5/18/2019					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
HOUSTON, TX 77079						<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	5/18/2019		M		31756	A	\$0	127205	D	
Class A Common Stock	5/18/2019		M		64545	A	\$0	191750	D	
Class A Common Stock	5/18/2019		F		37905 (1)	D	\$10.25 (2)	153845	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	(3)	5/18/2019		M		31756		(4)	(4)	Class A Common Stock	31756.0	\$0	0	D	
Restricted Stock Unit	(3)	5/18/2019		M		64545		(5)	(5)	Class A Common Stock	64545.0	\$0	174400	D	
Restricted Stock Unit	(3)	5/18/2019		A		180000		(6)	(6)	Class A Common Stock	180000.0	\$0	264775	D	

Explanation of Responses:

- Payment of tax liability by delivery of Class A Common Stock (the "Common Stock") incident to vesting on May 18, 2019.
- Vesting price is based on the closing price of Common Stock on May 17, 2019, pursuant to the Spark Energy, Inc. Amended and Restated Long Term Incentive Plan.
- Each restricted stock unit ("RSU") represents a right to receive, upon vesting, one share of Class A Common Stock, par value \$0.01 per share, of Spark Energy, Inc., cash, or a combination of both. Each RSU includes tandem dividend equivalents which will vest upon the same schedule and pays out upon vesting and payout of the underlying award of RSUs to which the dividend equivalent payment relates.
- These RSU's vest in full on May 18, 2019.
- These RSUs vest ratably over four years in May of each year.
- These RSUs vest upon certain conditions in connection with a "Change in Control" of Spark Energy, Inc. as such term is defined in the Form of Notice of Grant of Restricted Stock Unit (Change in Control Restricted Stock Units), filed as Exhibit 10.5 to Spark Energy, Inc.'s Quarterly Report on Form 10-Q for quarter ended June 30, 2018.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Kroeker Nathan 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079	X	President & CEO
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Signatures

/s/ Nathan Kroeker, by C. Alexis Keene as Attorney-in-Fact

5/21/2019

**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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