

# **SPARK ENERGY, INC.**

Reported by  
**MAXWELL W KEITH III**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/16/16 for the Period Ending 09/15/16

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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>Maxwell W Keith III</b>	<b>Spark Energy, Inc. [ SPKE ]</b>	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>12140 WICKCHESTER LANE, SUITE 100,</b>	<b>9/15/2016</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 type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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

**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	(1)	9/15/2016		S			215000	(2)	(2)	Class A Common Stock	215000.0	\$27.65 (3)	215000	I (4)	See Footnote

#### Explanation of Responses:

- (1) On September 15, 2016, Retailco, LLC ("Retailco") granted 215,000 restricted stock units ("RSUs") to employees of National Gas & Electric, LLC, a wholly owned subsidiary of Retailco. Each RSU represents a right to receive, upon vesting, one share of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), of Spark Energy, Inc., held by Retailco.
- (2) The RSUs will vest over one, two or three year periods depending on the recipient's underlying award agreement.
- (3) Represents closing price of the Class A Common Stock on September 15, 2016.
- (4) Held directly by Retailco. Retailco is a wholly owned subsidiary of TxEx Energy Investments, LLC, which is wholly owned by W. Keith Maxwell.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Maxwell W Keith III</b> <b>12140 WICKCHESTER LANE, SUITE 100</b> <b>HOUSTON, TX 77079</b>	<b>X</b>	<b>X</b>		
<b>Retailco, LLC</b> <b>12140 WICKCHESTER LANE</b> <b>SUITE 100</b> <b>HOUSTON, TX 77079</b>		<b>X</b>		
<b>TxEx Energy Investments, LLC</b> <b>12140 WICKCHESTER LANE</b> <b>SUITE 100</b> <b>HOUSTON, TX 77079</b>		<b>X</b>		

#### Signatures

/s/ W. Keith Maxwell III, by Gil Melman, Attorney-in-fact

9/16/2016

<div><div>**Signature of Reporting Person</div><div><div>/s/ Retailco, LLC, by Gil Melman, Attorney-in-fact</div><div>**Signature of Reporting Person</div><div>/s/ TxEx Energy Investments, LLC, by Gil Melman, Attorney-in-fact</div><div>**Signature of Reporting Person</div></div></div>
---

<div>Date</div> <div>9/15/2016</div> <div>Date</div> <div>9/15/2016</div> <div>Date</div>
---

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.