

SPARK ENERGY, INC.

Reported by
MAXWELL W KEITH III

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/24/16 for the Period Ending 08/23/16

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
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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)
Maxwell W Keith III	Spark Energy, Inc. [SPKE]	<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)
12140 WICKCHESTER LANE, SUITE 100,	8/23/2016	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
HOUSTON, TX 77079		<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				
Class B Common Stock/Spark HoldCo Units	(1)	8/23/2016		A		2000000 (2)		(1)	(1)	Class A Common Stock	(1)	(2)	10224742	I	See footnotes (3)

Explanation of Responses:

- (1) Subject to the terms of the Second Amended and Restated Limited Liability Company Agreement of Spark HoldCo, LLC ("Spark HoldCo"), the units of Spark HoldCo (the "Spark HoldCo Units"), together with a corresponding number of shares of Class B common stock of Spark Energy, Inc. ("the Issuer") may be exchanged at any time for Class A common stock of the Issuer at an exchange ratio of one share of Class A common stock for each Spark HoldCo Unit (and corresponding share of Class B common stock).
- (2) Under the Membership Interest Purchase Agreement dated May 3, 2016 between National Gas & Electric, LLC, Retailco, LLC ("Retailco"), Spark Holdco, and the Issuer, the Issuer and Spark HoldCo issued 2,000,000 shares of Class B common stock, together with a corresponding number of Spark HoldCo Units, to Retailco as transaction consideration.
- (3) 10,087,242 shares are held directly by Retailco and 137,500 shares are held directly by NuDevco Retail, LLC. NuDevco Retail, LLC is a wholly owned subsidiary of NuDevco Retail Holdings, LLC, which is a wholly owned subsidiary of Electric Holdco, LLC, which is a wholly owned subsidiary of TxEx, which is wholly owned by W. Keith Maxwell III.

Reporting Owners

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

Signatures

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

Signature of Reporting Person

8/24/2016

Date

/s/ TxEx Energy Investments, LLC, by Gil Melman, Attorney-in-fact

Signature of Reporting Person

8/24/2016

Date

/s/ Retailco, LLC, by Gil Melman, Attorney-in-fact

Signature of Reporting Person

8/24/2016

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.

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.