

# **SPARK ENERGY, INC.**

Reported by  
**KROEKER NATHAN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/19/19 for the Period Ending 03/15/19

|             |   |
|-------------|---|
| Address     | 12140 WICKCHESTER LANE<br>SUITE 100<br>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

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Kroeker Nathan</b><br><br>(Last) (First) (Middle)<br><br><b>12140 WICKCHESTER LANE SUITE 100</b><br><br>(Street)<br><br><b>HOUSTON, TX 77079</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Spark Energy, Inc. [ SPKE ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>President &amp; CEO</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>3/15/2019</b></p>   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |  |   |

**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)  | 3/15/2019      |                                   | A                         |   | 533  | (2) | (3)                                     | (3)             | Class A Common Stock  | 533.0                      | \$10.20                                    | 31756  | (4)  | D  |  |
| Restricted Stock Unit                    | (1)  | 3/15/2019      |                                   | A                         |   | 3146   | (2) | (5)                                     | (5)             | Class A Common Stock  | 3146.0                     | \$10.20                                    | 178945   | (4)  | D  |  |
| Restricted Stock Unit                    | (1)  | 3/15/2019      |                                   | A                         |   | 1480   | (2) | (6)                                     | (6)             | Class A Common Stock  | 1480.0                     | \$10.20                                    | 84775  | (4)  | D  |  |

**Explanation of Responses:**

- (1) 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 (the "Class A Common Stock"), of Spark Energy, Inc., cash, or a combination of both. Each RSU includes tandem dividend equivalents which will vest upon the same schedule as the underlying RSU.
- (2) These RSUs accrued on outstanding RSUs held by the reporting person as a result of a dividend equivalent payment made to the holder when the Company paid its most recent quarterly dividend on the Class A Common Stock.
- (3) These RSUs will vest in full on May 18, 2019.
- (4) Balance includes original grants of RSUs and dividend equivalents issued in additional RSUs.
- (5) These RSUs vest ratably over four years in May of each year.
- (6) 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 |
| <b>Kroeker Nathan</b><br><b>12140 WICKCHESTER LANE SUITE 100</b><br><b>HOUSTON, TX 77079</b> | <b>X</b>      |           | <b>President &amp; CEO</b> |       |

**Signatures**

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

3/19/2019

—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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