

SPARK ENERGY, INC.

Reported by
MAXWELL W KEITH III

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/10/16 for the Period Ending 06/08/16

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

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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 * Maxwell W Keith III (Last) (First) (Middle) 12140 WICKCHESTER LANE, SUITE 100, (Street) HOUSTON, TX 77079 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Spark Energy, Inc. [SPKE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 6/8/2016		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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								92850	D	
Class A Common Stock	6/8/2016		C		500000	A	(1)	506384	I (2)	See footnotes
Class A Common Stock	6/8/2016		S (3)		9384	D	\$32.1006 (4)	497000	I (2)	See footnotes
Class A Common Stock	6/9/2016		S (3)		87300	D	\$34.0717 (5)	409700	I (2)	See footnotes

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)	6/8/2016		C			500000 (6)	(1)	(1)	Class A Common Stock	(1)	(1)	7525000	I (7)	See footnotes

Explanation of Responses:

- (1) Subject to the terms of the Second Amended and Restated Limited Liability Company Agreement of Spark HoldCo, LLC, the units of Spark HoldCo, LLC (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). On June 8, 2016, Retailco, LLC elected to convert 500,000 Spark HoldCo Units, together with a corresponding number of shares of Class B Common Stock, into 500,000 shares of Class A Common Stock.
- (2) Held directly by Retailco. Retailco is a wholly owned subsidiary of TxEx Energy Investments, LLC, which is wholly owned by W. Keith Maxwell.
- (3) The sale of Class A Common Stock reported herein by Retailco, LLC ("Retailco") may be matchable under Section 16(b) of the Securities and Exchange Act of 1934, as amended, with the purchase by W. Keith Maxwell III, the indirect owner of Retailco, of shares of Class A Common Stock which occurred in the past six months. Prior to this sale, W. Keith Maxwell has agreed to pay Spark Energy, Inc. the full amount of the profit realized in connection with the short-swing transaction as soon as practicable after information is available for the highest sales price and lowest purchase price during the six month period in which this transaction occurs.
- (4) The price reported in column 4 is a weighted average price. These shares were purchases in multiple transactions at prices ranging from \$31.92 to \$32.23, inclusive. The reporting person undertakes to provide to Spark Energy, Inc., any security holder of Spark Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (5) The price reported in column 4 is a weighted average price. These shares were purchases in multiple transactions at prices ranging from \$33.505 to \$35.145, inclusive. The reporting person undertakes to provide to Spark Energy, Inc., any security holder of Spark Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this

footnote.

- (6) On June 8, 2016, Retailco, LLC elected to convert 500,000 Spark HoldCo Units, together with a corresponding number of shares of Class B Common Stock, into 500,000 shares of Class A Common Stock.
- (7) 7,387,500 shares are held directly by Retailco, LLC (see footnote 2 above) 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		
Retailco, LLC 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079		X		
TxEx Energy Investments, 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

6/10/2016

Date

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

—**Signature of Reporting Person

6/10/2016

Date

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

—**Signature of Reporting Person

6/10/2016

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.

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