

# **SPARK ENERGY, INC.**

Reported by  
**GARRETT JASON K.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/20/16 for the Period Ending 05/18/16

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

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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)
<b>Garrett Jason K.</b>	<b>Spark Energy, Inc. [ SPKE ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive VP, Retail</b>
(Last) (First) (Middle) <b>12140 WICKCHESTER LANE SUITE 100</b>	3. Date of Earliest Transaction (MM/DD/YYYY) <b>5/18/2016</b>	
(Street) <b>HOUSTON, TX 77079</b>	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <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	5/18/2016		M		14567 (1)	A	\$0	14567	D	
Class A Common Stock	5/18/2016		F		3986 (2)	D	\$29.915 (3)	10581	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	(1)	5/18/2016		M			14567	(1)	(1)	Class A Common Stock	14567.0	\$0	11921	D	
Restricted Stock Unit	(4)	5/18/2016		A		10000		(5)	(5)	Class A Common Stock	10000.0 (4)	\$0	21921	D	

#### Explanation of Responses:

- The shares of Class A Common Stock reported represent shares issued as a result of vesting of 14,567 Restricted Stock Units ("RSU") on May 18, 2016.
- Payment for tax liability through the withholding of shares of Spark Energy, Inc. Class A Common Stock, par value \$0.01 per share, vesting on May 18, 2016 in an amount equal to the requisite withholding obligation.
- Vesting price is based on the closing price of common stock on May 18, 2016, pursuant to the Spark Energy, Inc. Long Term Incentive Plan.
- Each RSU represents a right to receive, upon vesting, one share of 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 referenced in footnote 5.
- The RSUs will vest ratably over four years commencing May 18, 2017.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Garrett Jason K.</b> <b>12140 WICKCHESTER LANE SUITE 100</b> <b>HOUSTON, TX 77079</b>			<b>Executive VP, Retail</b>	

#### Signatures

/s/ Jason K Garrett, by Gil Melman, as Attorney-in-Fact

5/20/2016

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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