

# **SPARK ENERGY, INC.**

Reported by  
**MAXWELL W KEITH III**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/25/16 for the Period Ending 02/24/16

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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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>2/24/2016</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			
Class A Common Stock	2/24/2016		S (1)		21841	D	\$25.5424 (2)	615859	I	See footnote (3)
Class A Common Stock	2/25/2016		S (1)		16158	D	\$25.5685 (4)	599701	I	See footnote (3)
Class A Common Stock								92850	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

- 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 III 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.
- The price reported in column 4, is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.50 to \$25.59, 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.
- Held directly by Retailco. Retailco is a wholly owned subsidiary of TxEx Energy Investments, LLC, which is wholly owned by W. Keith Maxwell.
- The price reported in column 4, is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.50 to \$25.67, 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.

#### 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>TxEx Energy Investments, LLC</b> <b>12140 WICKCHESTER LANE</b> <b>SUITE 100</b> <b>HOUSTON, TX 77079</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>		

**Signatures**

<u>/s/ W. Keith Maxwell III, by Gil Melman, Attorney-in-fact</u>	<u>2/25/2016</u>
<small>**Signature of Reporting Person</small>	<small>Date</small>
<u>/s/ Retailco, LLC, by Gil Melman, Attorney-in-fact</u>	<u>2/25/2016</u>
<small>**Signature of Reporting Person</small>	<small>Date</small>
<u>/s/ TxEx Energy Investments, LLC, by Gil Melman, Attorney-in-fact</u>	<u>2/25/2016</u>
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.