

SPARK ENERGY, INC.

FORM SC TO-I/A (Amended tender offer statement by Issuer)

Filed 06/17/20

Address	12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX, 77079
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Industry	Electric Utilities
Sector	Utilities
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 3)**

Spark Energy, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**8.75% Series A Fixed-to-Floating Rate
Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share
(Title of Class of Securities)**

**846511202
(CUSIP Number of Class of Securities)**

**W. Keith Maxwell III
Chief Executive Officer and Chairman
Spark Energy, Inc.
12140 Wickchester Ln, Suite 100
Houston, Texas 77079
(713) 600-2600**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

**T. Mark Kelly
Sarah K. Morgan
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, TX 77002
(713) 758-2222**

CALCULATION OF FILING FEE

Transaction valuation(1)	Amount of filing fee
\$22,000,000	\$2,856

(1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to 1,000,000 shares of 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share, at the purchase price of \$22.00 per share, in cash.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,856 Filing Party: Spark Energy, Inc.

Form or Registration No.: Schedule TO-I; Schedule TO-I/A Date Filed: May 11, 2020 and June 2, 2020

- Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “Commission”) on May 11, 2020 (together with any subsequent amendments or supplements thereto, the “Schedule TO”) relating to the offer (the “Offer”) by Spark Energy, Inc., a Delaware corporation (the “Company”), to purchase up to 1,000,000 shares of its 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share (the “shares”), at a purchase price of \$22.00 per share, in cash, upon the terms and subject to the conditions described in the Offer to Purchase, dated May 11, 2020, a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO and subsequently amended on June 2, 2020, and in the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO and subsequently amended on June 2, 2020.

The purpose of this Amendment is to amend and supplement the Schedule TO. Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. This Amendment should be read together with the Schedule TO.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On June 17, 2020, the Company issued a press release announcing the preliminary results of the Tender Offer, which expired at 11:59 p.m., New York City time, on June 16, 2020. A copy of the press release is filed as Exhibit (a)(5)(C) hereto and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(C) [Press release issued by Spark Energy, Inc. on June 17, 2020.](#)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SPARK ENERGY, INC.

By: /s/ James G. Jones II
Name: James G. Jones II
Title: Chief Financial Officer

Date: June 17, 2020



NEWS RELEASE

SPARK ENERGY ANNOUNCES PRELIMINARY RESULTS OF ITS TENDER OFFER

HOUSTON, June 17, 2020 (ACCESSWIRE) – Spark Energy, Inc. (NASDAQ: SPKE; SPKEP) (including its subsidiaries, “we,” “our,” “us,” “Spark” or the “Company”) announced today the preliminary results of its tender offer to purchase up to 1,000,000 shares of its 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock” or the “shares”), at a purchase price of \$22.00 per share, in cash, less applicable withholding taxes and without interest. The offer expired at 11:59 p.m., New York City time, on Tuesday, June 16, 2020.

Based on the preliminary count by American Stock Transfer & Trust Company, LLC, the depository for the tender offer, approximately 37,427 shares of the Series A Preferred Stock were properly tendered and not properly withdrawn, including approximately 600 shares that were tendered through notice of guaranteed delivery. The Company expects to accept for purchase all tendered shares of its Series A Preferred Stock at a purchase price of \$22.00 per share, for an aggregate purchase price of approximately \$823,394. The shares expected to be acquired represent approximately 1% of the Company’s currently outstanding Series A Preferred Stock.

The number of shares properly tendered and not properly withdrawn is preliminary and is subject to verification by the depository and the proper delivery of all shares tendered (including shares tendered pursuant to guaranteed delivery procedures). The actual number of shares properly tendered and not properly withdrawn will be announced promptly following the guaranteed delivery period and completion of the verification process. Promptly after such announcement, the depository will issue payment for the shares properly tendered and accepted under the tender offer and will return any other shares tendered. Payment for shares will be made in cash, subject to applicable withholding and without interest. It is currently expected that payment for all shares purchased will be made on or around June 19, 2020.

Spark may, in the future, decide to purchase additional shares in the open market subject to market conditions and private transactions, tender offers or otherwise subject to applicable law. Any such purchases may be on the same terms as, or on terms that are more or less favorable to holders of Series A Preferred Stock than, the terms of the offer. Whether Spark makes additional repurchases in the future will depend on many factors, including but not limited to its business and financial performance, the business and market conditions at the time, including the price of the shares, and other factors Spark considers relevant.

MacKenzie Partners, Inc. is acting as the information agent for the tender offer. American Stock Transfer & Trust Company, LLC is acting as the depository for the tender offer.

NEWS RELEASE FOR INFORMATIONAL PURPOSES ONLY

This news release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of the Company’s Series A Preferred Stock. The offer was made solely by the Offer to Purchase and the related Letter of Transmittal, as amended and supplemented. Holders of Series A Preferred Stock and investors are urged to read the Company’s tender offer statement on Schedule TO, which was filed with the Securities and Exchange Commission (the “Commission”) in connection with the tender offer, which includes as exhibits the Offer to Purchase, the related Letter of Transmittal and other offer materials, as well as any amendments or supplements to the Schedule TO when they become available, because they contain important information. Each of these documents have been or will be filed with the Commission, and investors may obtain them for free from the Commission at its website (www.sec.gov) or from MacKenzie Partners, Inc., the information agent for the tender offer, by telephone at: 800-322-2885 (toll-free) or 212-929-5500 or by email at: tenderoffer@mackenziepartners.com.

FORWARD-LOOKING STATEMENTS

This release contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. These forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) can be identified by the use of forward-looking terminology including “may,” “should,” “likely,” “will,” “believe,” “expect,” “anticipate,” “estimate,” “continue,” “plan,” “intend,” “project,” or other similar words. All statements, other than statements of historical fact included in this release, regarding strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans, objectives and beliefs of management are forward-looking statements. Forward-looking statements appear in a number of places in this release and may include statements about expected impacts of COVID-19, business strategy and prospects for growth, customer acquisition costs, ability to pay cash dividends, cash flow generation and liquidity, availability of terms of capital, competition and government regulation and general economic conditions. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurance that such expectations will prove correct.

The forward-looking statements in this release are subject to risks and uncertainties. Important factors that could cause actual results to materially differ from those projected in the forward-looking statements include, but are not limited to:

- the satisfaction or waiver of the conditions to the Offer or our ability to complete the Offer;

- potential risks and uncertainties relating to the ultimate impact of COVID-19, including the geographic spread, the severity of the disease, the duration of the COVID-19 outbreak, actions that may be taken by governmental authorities to contain the COVID-19 outbreak or to treat its impact, and the potential negative impacts of COVID-19 on the global economy and financial markets;
- changes in commodity prices;
- the sufficiency of risk management and hedging policies and practices;
- the impact of extreme and unpredictable weather conditions, including hurricanes and other natural disasters;
- federal, state and local regulation, including the industry's ability to address or adapt to potentially restrictive new regulations that may be enacted by public utility commissions;
- our ability to borrow funds and access credit markets;
- restrictions in our debt agreements and collateral requirements;
- credit risk with respect to suppliers and customers;
- changes in costs to acquire customers as well as actual attrition rates;
- accuracy of billing systems;
- our ability to successfully identify, complete, and efficiently integrate acquisitions into our operations;
- significant changes in, or new charges by, the ISOs in the regions in which we operate;
- competition; and
- the “Risk Factors” in our latest Annual Report on Form 10-K for the year ended December 31, 2019, in our Quarterly Reports on Form 10-Q, and other public filings and press releases.

You should review the risk factors and other factors noted throughout or incorporated by reference in this release that could cause our actual results to differ materially from those contained in any forward-looking statement. All forward-looking statements speak only as of the date of this release. Unless required by law, we disclaim any obligation to publicly update or revise these statements whether as a result of new information, future events or otherwise. It is not possible for us to predict all risks, nor can we assess the impact of all factors on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

ABOUT SPARK ENERGY

Spark Energy, Inc. is an independent retail energy services company founded in 1999 that provides residential and commercial customers in competitive markets across the United States with an alternative choice for their natural gas and electricity. Headquartered in Houston, Texas, Spark currently operates in 19 states and serves 94 utility territories. Spark offers its customers a variety of product and service choices, including stable and predictable energy costs and green product alternatives.

We use our website as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Investors should note that new materials, including press releases, updated investor presentations, and financial and other filings with the Securities and Exchange Commission are posted on the Spark Energy Investor Relations website at ir.sparkenergy.com. Investors are urged to monitor our website regularly for information and updates about the Company.

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