

# **SPARK ENERGY, INC.**

Reported by  
**MAXWELL W KEITH III**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 07/28/14 for the Period Ending 07/28/14

Address	12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX, 77079
Telephone	(713) 600-2600
CIK	0001606268
Symbol	SPKE
Fiscal Year	12/31

## INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol			
<b>Maxwell W Keith III</b>		<b>7/28/2014</b>		<b>Spark Energy, Inc. [SPKE]</b>			
(Last) (First) (Middle) <b>2105 CITYWEST BOULEVARD, SUITE 100</b>		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)					
(Street) <b>HOUSTON, TX 77042</b>  (City) (State) (Zip)		5. If Amendment, Date Original Filed (MM/DD/YYYY)		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			
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
<b>Class A Common Stock</b>		<b>0</b>		<b>I</b>	<b>See footnotes (1)(2)</b>		
Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)							
1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Class B Common Stock/Spark HoldCo Units</b>	<b>(3)</b>	<b>(3)</b>	<b>Class A Common Stock</b>	<b>0 (3)</b>	<b>(3)</b>	<b>I</b>	<b>See footnotes (1)(2)</b>

### Explanation of Responses:

- (1) This Form 3 is filed jointly by W. Keith Maxwell III, NuDevco Partners, LLC ("NuDevco Partners"), NuDevco Partners Holdings, LLC ("NuDevco Holdings"), NuDevco Retail, LLC ("NuDevco Retail") and NuDevco Retail Holdings, LLC ("NuDevco Retail Holdings") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-196375) (the "Registration Statement"). Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Retail Holdings is the sole member of NuDevco Retail. Following the completion of the offering, NuDevco Holdings will be the sole member of NuDevco Retail Holdings. (continued in footnote 3)
- (2) Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco Retail Holdings and NuDevco Retail are direct and indirect wholly owned subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco Retail Holdings and NuDevco Retail, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.
- (3) Subject to the Terms of the Second Amended and Restated Limited Liability Company Agreement of Spark HoldCo, LLC to be adopted in connection with the closing of the Issuer's initial public offering, the units of Spark HoldCo, LLC (the "Spark HoldCo Units") (together with a corresponding number of shares of Class B Common Stock) may be exchanged, at any time and from time to time, for Class A Common Stock (or cash at the Issuer or Spark HoldCo's election) 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).

## Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney (CE)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Maxwell W Keith III</b> <b>2105 CITYWEST BOULEVARD, SUITE 100</b> <b>HOUSTON, TX 77042</b>	<b>X</b>	<b>X</b>		
<b>NuDevco Partners, LLC</b> <b>2105 CITYWEST BOULEVARD, SUITE 100</b> <b>HOUSTON, TX 77042</b>		<b>X</b>		
<b>NuDevco Partners Holdings, LLC</b> <b>2105 CITYWEST BOULEVARD, SUITE 100</b> <b>HOUSTON, TX 77042</b>		<b>X</b>		
<b>NuDevco Retail Holdings, LLC</b> <b>2105 CITYWEST BOULEVARD, SUITE 100</b> <b>HOUSTON, TX 77042</b>		<b>X</b>		
<b>NuDevco Retail, LLC</b> <b>2105 CITYWEST BOULEVARD, SUITE 100</b> <b>HOUSTON, TX 77042</b>		<b>X</b>		

**Signatures**

**/s/ W. Keith Maxwell, by Gil Melman, as Attorney-in Fact**

**7/28/2014**

**\*\***Signature of Reporting Person

Date

**/s/ NuDevco Partners, LLC, by Terry D. Jones Executive Vice President and General Counsel**

**7/28/2014**

**\*\***Signature of Reporting Person

Date

**/s/ NuDevco Partners Holdings, LLC, by Terry D. Jones Executive Vice President and General Counsel**

**7/28/2014**

**\*\***Signature of Reporting Person

Date

**/s/ NuDevco Retail Holdings, LLC, by Gil Melman Vice President**

**7/28/2014**

**\*\***Signature of Reporting Person

Date

**/s/ NuDevco Retail, LLC, by Gil Melman Vice President**

**7/28/2014**

**\*\***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 5(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.

POWER OF ATTORNEY  
FOR EXECUTING FORMS 3, FORMS 4 AND FORMS 5,  
FORM 144 AND SCHEDULE 13D AND 13G

The undersigned hereby constitutes and appoints Nathan Kroeker, Georganne Hodges and Gil Melman, or any one of them acting without the others, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (a) any Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (b) Form 144 and (c) Schedule 13D and Schedule 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act, but only to the extent each form or schedule relates to the undersigned's beneficial ownership of securities of Spark Energy, Inc. or any of its subsidiaries;
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and timely file the forms or schedules with the Securities and Exchange Commission and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming (nor is Spark Energy, Inc. assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless Spark Energy, Inc. and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by or at the direction of the undersigned, or upon the lack of timeliness in the delivery of information by or at the direction of the undersigned, to the attorney-in fact for purposes of executing, acknowledging, delivering or filing a Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and agrees to reimburse Spark Energy, Inc. and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, Form 4, Form 5, Form 144, Schedule 13D and Schedule 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by Spark Energy, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be  
executed as of the date written below.

/s/ W. Keith Maxwell III

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Signature

W. Keith Maxwell III

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Type or Print Name

7/9/14

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Date