

# **SPARK ENERGY, INC.**

Reported by  
**MAXWELL W KEITH III**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/25/14 for the Period Ending 11/21/14

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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[ ] Check this box if no longer subject to Section 16. Form 4 or 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

<b>1. Name and Address of Reporting Person *</b>  <b>Maxwell W Keith III</b> (Last) (First) (Middle)  <b>2105 CITYWEST BOULEVARD, SUITE 100</b> (Street)  <b>HOUSTON, TX 77042</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Spark Energy, Inc. [ SPKE ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/21/2014</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	11/21/2014		P		284	A	\$15.70	3284	D	(1)(2)(3)
Class A Common Stock	11/25/2015		P		1000	A	\$14.15	4284	D	(1)(2)(3)
Class A Common Stock	11/25/2014		P		716	A	\$14.3285	5000	D	(1)(2)(3)

**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				

**Explanation of Responses:**

- (1) This Form 4 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"). Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco Retail Holdings. NuDevco Retail Holdings is the sole member of NuDevco Retail. (Continued in footnote 2).
- (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, NuDevco Holdings, NuDevco Retail Holdings and NuDevco Retail may be deemed to indirectly own the securities of the Issuer directly held by one or more of such other reporting persons, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.
- (3) Mr. Maxwell purchased the securities reported above directly.

**Reporting Owners**

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

<b>HOUSTON, TX 77042</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 III, /s/ NuDevco Partners, LLC /s/ NuDevco Partners Holdings, LLC, /s/ NuDevco Retail Holdings, LLC, /s/ NuDevco Retail, LLC, by Gil Melman, Attorney-in-fact**

**11/25/2014**

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**\*\***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 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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