

SPARK ENERGY, INC.

Reported by
MAXWELL W KEITH III

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/08/15 for the Period Ending 09/08/15

| | |
|-------------|---|
| 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 * Maxwell W Keith III (Last) (First) (Middle) 2105 CITYWEST BOULEVARD, SUITE 100 (Street) HOUSTON, TX 77042 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Spark Energy, Inc. [SPKE] | 5. 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) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 9/8/2015 | | 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 |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 9/8/2015 | | P | | 1499 | A | \$15.5094 | 29149 | D (1)(2)(3) | |
| Class A Common Stock | 9/8/2015 | | P | | 400 | A | \$15.5095 | 29549 | D (1)(2)(3) | |
| Class A Common Stock | 9/8/2015 | | P | | 1 | A | \$15.5342 | 29550 | D (1)(2)(3) | |
| Class A Common Stock | 9/8/2015 | | P | | 600 | A | \$15.5098 | 30150 | 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 | | 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 |
| Maxwell W Keith III 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X | X | | |
| NuDevco Partners, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | | X | | |

| | | | | |
|---|--|---|--|--|
| NuDevco Partners Holdings, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | | X | | |
| NuDevco Retail Holdings,LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | | X | | |
| NuDevco Retail, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | | X | | |

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

9/8/2015

—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.

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.