

SPARK ENERGY, INC.

Reported by
JONES JAMES G II

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/22/17 for the Period Ending 05/18/17

Address	12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX, 77079
Telephone	(713) 600-2600
CIK	0001606268
Symbol	SPKE
SIC Code	4931 - Electric and Other Services Combined
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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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)
Jones James G II	Spark Energy, Inc. [SPKE]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
12140 WICKCHESTER LANE SUITE 100	5/18/2017	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
HOUSTON, TX 77079		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	5/18/2017		M		5899 (1)	A	\$0

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				
Restricted Stock Unit	(2)	5/18/2017		M			9075	(3)	(3)	Class A Common Stock	9075.0 (2)	\$0	0	D	
Restricted Stock Unit	(4)	5/18/2017		A		7475		(1)	(1)	Class A Common Stock	7475.0	\$0	7475	D	

Explanation of Responses:

- (1) The shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), reported represent shares issued as a result of vesting of 9,075 restricted stock units (the "Restricted Stock Units") on May 18, 2017. Of the 9,075 Restricted Stock Units, 5,899 Restricted Stock Units were settled in shares of Class A Common Stock and 3,176 Restricted Stock Units were cash settled based on the closing price on the date of vesting.
- (2) Each Restricted Stock Unit represents a right to receive, upon vesting, one share of Class A Common Stock of Spark Energy, Inc., cash, or a combination of both. Each Restricted Stock Unit includes tandem dividend equivalents which will vest upon the same schedule referenced in Footnote 3.
- (3) The Restricted Stock Units will vest in full on May 18, 2018. Each of these Restricted Stock Units, and all dividend equivalents, will vest and pay out upon vesting of the underlying award of Restricted Stock Units to which the dividend equivalent payment relates.
- (4) Restricted Stock Units convert into Class A Common Stock on a one-for-one basis or may be cash settled in accordance with the Spark Energy Inc. Amended and Restated Long Term Incentive Plan.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones James G II 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079	X			

Signatures

/s/ James G. Jones II, by Gil Melman as Attorney-in-Fact

5/22/2017

**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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