

# **SPARK ENERGY, INC.**

Reported by  
**MAXWELL W KEITH III**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/05/14 for the Period Ending 08/01/14

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>8/1/2014</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			

**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
<b>Class B Common Stock/Spark HoldCo Units</b>	(4)	8/1/2014		A		10750000		(4)	(4)	<b>Class A Common Stock (4)</b>	(4)	\$0.00	10750000 (3)	I	See footnotes (1)(2)

**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 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) In connection with the closing of the Issuer's initial public offering on August 1, 2014, NuDevco Retail Holdings and NuDevco Retail collectively acquired 10,750,00 units of Spark HoldCo, LLC (the "Spark HoldCo Units") and 10,750,000 shares of Class B Common Stock of Spark Energy, Inc. (the "Class B Common Stock"). NuDevco Retail Holdings directly owns 10,612,500 Spark HoldCo Units and 10,612,500 shares of Class B Common Stock. NuDevco Retail directly owns 137,500 Spark HoldCo Units and 137,500 shares of Class B Common Stock.
- (4) Subject to the terms of the Second Amended and Restated Limited Liability Company Agreement of Spark HoldCo, LLC, dated August 1, 2014, 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).

**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>	X	X		
<b>NuDevco Partners, LLC</b> <b>2105 CITYWEST BOULEVARD, SUITE 100</b>		X		

HOUSTON, TX 77042				
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, by Gil Melman, as Attorney-in-Fact**

**8/5/2014**

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

Date

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

**8/5/2014**

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

Date

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

**8/5/2014**

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

Date

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

**8/5/2014**

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

Date

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

**8/5/2014**

**\*\***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 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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