

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

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): July 5, 2023

**Via Renewables, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36559**  
(Commission  
File Number)

**46-5453215**  
(IRS Employer  
Identification Number)

**12140 Wickchester Ln, Suite 100**  
**Houston, Texas 77079**  
(Address of principal executive offices)

**(713) 600-2600**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbols(s)</u>	<u>Name of exchange on which registered</u>
Class A common stock, par value \$0.01 per share	VIA	The NASDAQ Global Select Market
8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share	VIASP	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 5, 2023, Spark Energy, LLC, a subsidiary of Via Renewables, Inc. (the “Company”), and Good Counsel Group, LLC entered into Amendment No. 3 (the “Amendment”) to that certain Engagement Letter Agreement dated August 27, 2020, as amended (the “Engagement Letter Agreement”).

The Amendment amended the Engagement Letter Agreement, which outlined the provision of services by Barbara Clay as Acting General Counsel and Secretary of the Company and its affiliates, to specify that Ms. Clay will no longer serve as Acting General Counsel and Secretary, and will instead provide assistance on legal and regulatory matters and legal strategy on a part-time, as needed basis, for an hourly fee. Except as amended by the Amendment and otherwise described herein, the terms of the Engagement Letter Agreement remain in full force and effect. Accordingly, effective July 5, 2023, Ms. Clay no longer serves as an executive officer of the Company.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1†	Amendment to Engagement Letter Agreement, dated July 5, 2023, by and between Good Counsel Group, LLC and Spark Energy, LLC
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

† Management contract, or compensatory plan or arrangement.

## Exhibit Index

Exhibit No.	Description
10.1†	Amendment to Engagement Letter Agreement, dated July 5, 2023, by and between Good Counsel Group, LLC and Spark Energy, LLC
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

† Management contract, or compensatory plan or arrangement.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 7, 2023

**Via Renewables, Inc.**

By: /s/ Mike Barajas

Name: Mike Barajas

Title: Chief Financial Officer

**Good Counsel**

July 5, 2023

**Via Email: [pkonikowski@viarenewables.com](mailto:pkonikowski@viarenewables.com)**

Mr. Paul Konikowski  
Chief Operating Officer  
Spark Energy, LLC  
12140 Wickchester Lane, Suite 100  
Houston, Texas 77079

**Re: Amendment No. 3 to Good Counsel Consulting Agreement**

Dear Mr. Konikowski:

This Amendment is in reference to the Legal Engagement between Good Counsel Legal Services, LLC and Spark Energy, LLC dated August 27, 2020, as amended ("Agreement") and serves, for good and valuable consideration, to amend the following in the Agreement:

1. Effective on July 5, 2023, the compensation for Services will be \$350.00 per hour.
2. The second sentence of paragraph 1 will be changed from:

Barbara Clay, Esq. ("Consultant") will be fulfilling the role of Acting General Counsel and Secretary to Spark Energy and its retail energy affiliates, on a full-time basis, traveling to Houston as reasonably required (as described in this paragraph, the "Services")."

and amended to state:

"Barbara Clay, Esq. ("Consultant") will assist Client and its legal team and lawyers, on a part-time, as needed basis, on Company legal matters, regulatory matters and legal strategy (as described in this paragraph, the "Services")"

3. Except as specifically amended by this Amendment, all other provisions of the Agreement remain in full force and effect.

By the signatures below, the parties accept this Amendment.

**SPARK ENERGY LLC**

/s/ Paul Kanikowski

By: Paul Konikowski  
Title: Chief Operating Officer

**GOOD COUNSEL GROUP LLC**

/s/ Barbara Clay

By: Barbara Clay, Esq.  
Title: Managing Member