

Spark Energy, Inc.
Form 4
February 23, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maxwell W Keith III

(Last) (First) (Middle)

12140 WICKCHESTER LANE,
SUITE 100,

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Spark Energy, Inc. [SPKE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	02/22/2016		S ⁽¹⁾		73,793	D	See footnote (3)
					\$ 25.9243 (2)	672,248	
Class A Common Stock	02/23/2016		S ⁽¹⁾		34,548	D	See footnote (3)
					\$ 26.1186 (4)	637,700	
Class A Common Stock						92,850	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maxwell W Keith III 12140 WICKCHESTER LANE, SUITE 100 HOUSTON, TX 77079	X	X		
TxE Energy Investments, LLC 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079		X		
Retailco, LLC 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079		X		

Signatures

/s/ W. Keith Maxwell III, by Gil Melman, Attorney-in-fact	02/23/2016
**Signature of Reporting Person	Date
/s/ Retailco, LLC, by Gil Melman, Attorney-in-fact	02/23/2016
**Signature of Reporting Person	Date
/s/ TxE Energy Investments, LLC, by Gil Melman, Attorney-in-fact	02/23/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The sale of Class A Common Stock reported herein by Retailco, LLC ("Retailco") may be matchable under Section 16(b) of the Securities and Exchange Act of 1934, as amended, with the purchase by W. Keith Maxwell III, the indirect owner of Retailco, of shares of Class A Common Stock which occurred in the past six months. Prior to this sale, W. Keith Maxwell III has agreed to pay Spark Energy, Inc. the full amount of the profit realized in connection with the short-swing transaction as soon as practicable after information is available for the highest sales price and lowest purchase price during the six month period in which this transaction occurs.

(2) The price reported in column 4, is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.52 to \$26.41, inclusive. The reporting person undertakes to provide to Spark Energy, Inc., any security holder of Spark Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(3) Held directly by Retailco. Retailco is a wholly owned subsidiary of TxEx Energy Investments, LLC, which is wholly owned by W. Keith Maxwell.

(4) The price reported in column 4, is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.71 to \$26.30, inclusive. The reporting person undertakes to provide to Spark Energy, Inc., any security holder of Spark Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

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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