

Spark Energy, Inc.
Form 4
April 06, 2016

FORM 4

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

OMB APPROVAL

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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)
03/31/2016

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/31/2016		C		1,725,000 (1)	A	2,296,264	I	See footnote (3)	
Class A Common Stock	04/04/2016(4)(5)		S(6)		1,725,000	D	\$ 18 (5)	571,264	I	See footnote (3)
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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock/Spark HoldCo Units	(2)	03/31/2016		C	1,725,000 (1)	(2)	(2)	Class A Common Stock	1,725,000 (2)

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		
Retailco, LLC 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079		X		
TxEx Energy Investments, LLC 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079		X		

Signatures

/s/ W. Keith Maxwell III, by Gil Melman, Attorney-in-fact	04/06/2016
**Signature of Reporting Person	Date
/s/ Retailco, LLC, by Gil Melman, Attorney-in-fact	04/06/2016
**Signature of Reporting Person	Date
/s/ TxEx Energy Investments, LLC, by Gil Melman, Attorney-in-fact	04/06/2016

**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).

In connection with the underwritten offering described in footnote 5, Retailco, LLC ("Retailco") elected to convert 1,725,000 units of Spark Holdco, LLC (the "Spark Holdco Units"), together with a corresponding number of shares of Class B Common Stock, into 1,725,000 shares of Class A Common Stock.

(1) Subject to the terms of the Second Amended and Restated Limited Liability Company Agreement of Spark Holdco, LLC, the Spark Holdco Units, together with a corresponding number of shares of Class B Common Stock of Spark Energy, Inc. (the "Issuer") may be exchanged, at any time and from time to time, for Class A Common Stock of the Issuer (or cash at the Issuer or Spark Holdco's election) at an exchange rate of one share of Class A Common Stock for each Spark Holdco Unit (and corresponding share of Class B Common Stock).

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

The transactions reported in footnote 5 below are reported as of the closing date of the offering rather than the trade date or the date that Retailco was notified of the exercise of the over-allotment option, which may be considered the transaction dates pursuant to Section 16 reporting principles, to simply the presentation of the transactions reported herein. The earliest date of the transactions reported herein may be considered March 30, 2016, the trade date, and March 31, 2016, the date on which the underwriters exercised their over-allotment option.

On March 30, 2016, the Issuer entered into an underwriting agreement by and among Retailco and FBR Capital Markets & Co., as representative of the several underwriters named therein, providing for the offer and sale by Retailco, and purchase by the underwriters, of 1,500,000 shares of Class A Common Stock, at a price to the public of \$18.00 per share. On March 31, 2016, the underwriters notified Retailco of their election to exercise their over-allotment option in full, pursuant to the terms of the underwriting agreement, for 225,000 additional shares. The offering closed on April 4, 2016.

The sale of Class A Common Stock reported herein by 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 the Issuer 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.

7,887,500 shares are held directly by Retailco and 137,500 shares are held directly by NuDevco Retail, LLC. NuDevco Retail, LLC is a wholly owned subsidiary of NuDevco Retail Holdings, LLC, which is a wholly owned subsidiary of Electric Holdco, LLC, which is a wholly owned subsidiary of TxEx, which is wholly owned by W. Keith Maxwell III.

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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