

Hartwick Kenneth Michael
 Form 4
 May 22, 2018

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 *
 Hartwick Kenneth Michael

(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)
 05/18/2018

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	05/18/2018		M	(1)	10,247	A	\$ 0 43,599 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)

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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 or Number of Shares
Restricted Stock Unit	(2)	05/18/2018		M	15,764	(3) (3)	Class A Common Stock 15,764
Restricted Stock Unit	(4)	05/18/2018		A	6,049	(5) (5)	Class A Common Stock 6,049

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Hartwick Kenneth Michael 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079	X
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Signatures

/s/ Kenneth M. Hartwick, by Gil Melman as Attorney-in-Fact 05/22/2018

**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 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 15,764 restricted stock units (the "Restricted Stock Units") on May 18, 2018. Of the 15,764 Restricted Stock Units, 10,247 Restricted Stock Units were settled in shares of Class A Common Stock and 5,517 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) Each of these RSUs vests and pays out upon vesting and payout of the underlying award of RSUs to which the dividend equivalent 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.
- (5) The Restricted Stock Units will vest in full on May 18, 2019. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.