

Maxwell W Keith III
 Form 4
 November 09, 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 *
 Maxwell W Keith III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 12140 WICKCHESTER LANE,
 SUITE 100,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/06/2018

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

HOUSTON, TX 77079

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

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

(City) (State) (Zip)

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	11/06/2018		P		38,993	A	\$ 8.48 (1)
Class A Common Stock	11/07/2018		P		58,387	A	\$ 9.17 (2)
Class A Common Stock	11/08/2018		C		685,126	A	\$ 0 (3)
					1,328,008	I (4)	See footnotes

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 of Number of Shares
Class B Common Stock/Spark HoldCo Units	(3)	11/08/2018		C	685,126 (5)	(3)	(3)	Class A Common Stock	685,126

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

Signatures

/s/ W. Keith Maxwell III, by Gil Melman, Attorney-in-fact 11/09/2018
 __Signature of Reporting Person Date
 /s/ Retailco, LLC, by Gil Melman, Attorney-in-fact 11/09/2018
 __Signature of Reporting Person Date
 /s/ TxE Energy Investments, LLC, by Gil Melman, Attorney-in-fact 11/09/2018

__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 price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.45 to \$8.52, 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.

(2) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.85 to \$9.49, 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) Subject to terms of the Third Amended and Restated Limited Liability Company Agreement of Spark HoldCo, LLC, the units 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 ratio of one share of Class A Common Stock for each Spark HoldCo Unit (and corresponding share of Class B Common Stock).

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

(5) On November 8, 2018, Retailco elected to convert 685,126 Spark HoldCo Units, together with a corresponding number of shares of Class B Common Stock, into 685,126 shares of Class A Common Stock.

(6) 20,525,000 shares are held directly by Retailco (see footnote 4 above) and 275,000 shares are held directly by NuDevco Retail, LLC. NuDevco Retail, LLC is a wholly-owned subsidiary of NuDevco Retail Holdings, 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.

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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