

Kroeker Nathan
Form 4
August 11, 2017

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 *
Kroeker Nathan

(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)
08/09/2017

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)
President & CEO

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)
			Code	V	Amount (A) or (D) Price		
Series A Preferred Stock ⁽¹⁾	08/09/2017		P		1,000 A \$ 26.41 ⁽²⁾	1,000	D
Series A Preferred Stock ⁽¹⁾	08/10/2017		P		1,000 A \$ 26.3038 ⁽³⁾	2,000	D
Series A Preferred Stock ⁽¹⁾	08/11/2017		P		1,775 A \$ 26.3008 ⁽⁴⁾	3,775	D
Class A Common						56,266 ⁽⁵⁾	D

Stock

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

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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 or Derivative Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(6)					(6)	(6)			Class A Common Stock	157,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kroeker Nathan 12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX 77079	X		President & CEO	

Signatures

/s/ Nathan Kroeker, by Gil Melman as Attorney-in-Fact

08/11/2017

__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 full name of the Series A Preferred Stock is "8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock."
- (2) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$26.38 to \$26.44, inclusive. The reporting person undertakes to provide to Spark Energy, Inc., any security holder of Spark Energy, Inc.,

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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) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$26.18 to \$26.44, 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.

- (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$26.17 to \$26.40, 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.

- (5) This amount reflects the effect of a two-for-one stock split of the Company's Common Stock for all shares of record on June 5, 2017, and reports the corrected number of 28,133 pre-split shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock") based on a correction of a calculation error reported on Form 4/A filed on August 8, 2017 for the reporting person.

- (6) Each Restricted Stock Unit ("RSU") 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 RSU includes tandem dividend equivalents which will vest upon the same schedule and pays out upon vesting and payout of the underlying award of RSUs to which the dividend equivalent payment relates.

- (7) This amount reflects the effect of a two-for-one stock split of the Company's RSUs and underlying Class A Common Stock for all shares of record on June 5, 2017, and reports the corrected number of 78,875 pre-split RSUs based on a correction of a calculation error reported on Form 4/A filed on August 8, 2017 for the reporting person.

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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