

Spark Energy, Inc.
Form 4
May 20, 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 *
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)
05/18/2016

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)
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 Ownership (Instr. 4)
			Code	V	Amount		
Class A Common Stock					31,324	D	
Class A Common Stock	05/18/2016		M ⁽¹⁾		4,073	A	\$ 0
Class A Common Stock	05/18/2016		F		1,116 ⁽²⁾	D	\$ 29,915 ⁽³⁾

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
Restricted Stock Unit	(1)	05/18/2016		M			4,073	(1)	(1)	Class A Common Stock	4,073
Restricted Stock Unit	(4)	05/18/2016		A			25,000	(5)	(5)	Class A Common Stock	25,000 (4)

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

05/20/2016

**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 shares of Class A Common Stock reported represent shares issued as a result of vesting of 4,073 Restricted Stock Units ("RSU") on May 18, 2016.
- (2) Payment for tax liability through the withholding of shares of Spark Energy, Inc. Class A Common Stock, par value \$0.01 per share, vesting on May 18, 2016 in an amount equal to the requisite withholding obligation.
- (3) Vesting price is based on the closing price of common stock on May 18, 2016, pursuant to the Spark Energy, Inc. Long Term Incentive Plan.
- (4)

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Each 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 referenced in footnote 5.

(5) The RSUs will vest ratably over four years commencing May 18, 2017.

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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