

Garrett Jason K.
Form 4
March 19, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Garrett Jason K.

(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)

03/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive VP, Retail

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(D)	Price

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

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information contained in this form are not
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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	03/15/2019	A		355 <u>(2)</u>		05/18/2019 <u>(3)</u>	<u>(3)</u>	Class A Common Stock	355
Restricted Stock Unit	<u>(1)</u>	03/15/2019	A		1,652 <u>(2)</u>		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	1,652
Restricted Stock Unit	<u>(1)</u>	03/15/2019	A		740 <u>(2)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	740

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Garrett Jason K.
12140 WICKCHESTER LANE SUITE 100
HOUSTON, TX 77079

Executive VP, Retail

Signatures

/s/ Jason K Garrett, by C. Alexis Keene, as
Attorney-in-Fact

03/19/2019

 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).

- Each restricted stock unit ("RSU") represents a right to receive, upon vesting, one share of Class A Common Stock, par value \$0.01 per
- (1) share (the "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 as the underlying RSU.
- (2) These RSUs accrued on outstanding RSUs held by the reporting person as a result of a dividend equivalent payment made to the holder when the Company paid its most recent quarterly dividend on the Class A Common Stock.
- (3) These RSUs will vest in full on May 18, 2019.
- (4) Balance includes original grants of RSUs and dividend equivalents issued in additional RSUs.
- (5) These RSUs vest according to the following schedule: 37,191 on May 18, 2019; 26,028 on May 18, 2020; 20,156 on May 18, 2021; and 10,393 on May 18, 2022.
- (6)

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These RSUs vest upon certain conditions in connection with a "Change in Control" of Spark Energy, Inc. as such term is defined in the Form of Notice of Grant of Restricted Stock Unit (Change in Control Restricted Stock Units), filed as Exhibit 10.5 to Spark Energy, Inc.'s Quarterly Report on Form 10-Q for quarter ended June 30, 2018.

Remarks:

Exhibit 24 - Power of Attorney (CE)

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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