

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Jones James G II</b>  (Last) (First) (Middle) <b>12140 WICKCHESTER LANE SUITE 100</b>  (Street) <b>HOUSTON TX 77079</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Spark Energy, Inc. [ SPKE ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/18/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	05/18/2018		M		10,247 <sup>(1)</sup>	A	\$0	52,887	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(2)	05/18/2018		M			15,764	(3)	(3)	Class A Common Stock	\$0	0	D	
Restricted Stock Unit	(4)	05/18/2018		A		6,049		(5)	(5)	Class A Common Stock	\$0	6,049	D	

**Explanation of Responses:**

- 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.
- 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.
- Each of these RSUs vests and pays out upon vesting and payout of the underlying award of RSUs to which the dividend equivalent relates.
- 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.
- 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.

**Remarks:**

/s/ James G. Jones II, by Gil Melman as Attorney-in-Fact 05/22/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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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