

Garrett Jason K.
Form 4/A
December 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Garrett Jason K.

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)
09/13/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive VP, Retail

HOUSTON, TX 77079

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/17/2018

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 Ownership (Instr. 4)		
				(A) or (D)	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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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)	8. Derivative Securities
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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	(1)	09/13/2018	A	417 (2)					05/18/2019	(3)	Class A Common Stock	417
Restricted Stock Unit	(1)	09/13/2018	A	1,843 (2)					(5)	(5)	Class A Common Stock	1,843
Restricted Stock Unit	(1)	09/13/2018	A	833 (2)					(6)	(6)	Class A Common Stock	833

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 Nathan Kroeker, as Attorney-in-Fact 12/18/2018

__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).
- Each restricted stock unit ("RSU") represents a right to receive, upon vesting, one share of Class A Common Stock, par value \$0.01 per 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.
- (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: 35,869 on May 18, 2019; 25,043 on May 18, 2020; 19,393 on May 18, 2021; and 10,000 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.