

OMB APPROVAL	
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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

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* <u>SunTx Capital Management Corp.</u> (Last) (First) (Middle) 5420 LBJ FREEWAY, SUITE 1000 (Street) DALLAS TX 75240 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Construction Partners, Inc. [ROAD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2019	
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	09/20/2019		S		2,612,925	D	\$13.4662 ⁽¹⁾	7,433,770	I	By SunTx CPI Expansion Fund, L.P. ⁽²⁾⁽⁵⁾
Class A Common Stock	09/20/2019		S		1,545,589	D	\$13.4662 ⁽¹⁾	4,397,200	I	By SunTx Fulcrum Fund Prime, L.P. ⁽³⁾⁽⁵⁾
Class A Common Stock	09/20/2019		S		841,486	D	\$13.4662 ⁽¹⁾	2,394,030	I	By SunTx Fulcrum Dutch Investors Prime, L.P. ⁽⁴⁾⁽⁵⁾
Class A Common Stock								114,575 ⁽⁶⁾	D ⁽⁹⁾	
Class A Common Stock								4,000	I	By spouse of Ned N. Fleming, III
Class A Common Stock								38,192 ⁽⁷⁾	D ⁽¹⁰⁾	
Class A Common Stock								39,192 ⁽⁸⁾	D ⁽¹¹⁾	

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					

1. Name and Address of Reporting Person*

[SunTx Capital Management Corp.](#)

(Last) (First) (Middle)
5420 LBJ FREEWAY, SUITE 1000

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SunTX CPI Expansion Fund GP, L.P.](#)

(Last) (First) (Middle)
5420 LBJ FREEWAY, SUITE 1000

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SUNTX CAPITAL PARTNERS L P](#)

(Last) (First) (Middle)
5420 LBJ FREEWAY, SUITE 1000

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SunTx CPI Expansion Fund LP](#)

(Last) (First) (Middle)
5420 LBJ FREEWAY, SUITE 1000

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SunTx Fulcrum Fund Prime, L.P.](#)

(Last) (First) (Middle)
5420 LBJ FREEWAY, SUITE 1000

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
SunTx Fulcrum Dutch Investors Prime, L.P.		
(Last)	(First)	(Middle)
5420 LBJ FREEWAY, SUITE 1000		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Fleming Ned N III		
(Last)	(First)	(Middle)
5420 LBJ FREEWAY, SUITE 1000		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Jennings Craig		
(Last)	(First)	(Middle)
5420 LBJ FREEWAY, SUITE 1000		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Matteson Mark R		
(Last)	(First)	(Middle)
5420 LBJ FREEWAY, SUITE 1000		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		

Explanation of Responses:

1. The sales price of these shares of Class A common stock, par value \$0.001 ("Class A Common Stock") of Construction Partners, Inc. (the "Issuer") takes into account the \$0.7838 per share amount of underwriting discounts for these sales to the underwriters of the public offering of Class A Common Stock.
2. These securities of the Issuer are directly held by SunTx CPI Expansion Fund, L.P. ("SunTx Expansion Fund"). The general partner of SunTx Expansion Fund is SunTx CPI Expansion Fund GP, L.P. ("SunTx Expansion GP").
3. These securities of the Issuer are directly held by SunTx Fulcrum Fund Prime, L.P. ("SunTx Fulcrum Fund"). The general partner of SunTx Fulcrum Fund is SunTx Capital Partners L.P. ("SunTx Partners GP").
4. These securities of the Issuer are directly held by SunTx Fulcrum Dutch Investors Prime, L.P. ("SunTx Fulcrum Dutch Fund", and together with SunTx Expansion Fund and SunTx Fulcrum Fund, the "SunTx Funds"). The general partner of SunTx Fulcrum Dutch Fund is SunTx Partners GP.
5. The general partner of each of SunTx Expansion GP and SunTx Partners GP is SunTx Capital Management Corp. ("SunTx Capital Management"). Ned N. Fleming, III, a director of the Issuer, is the sole shareholder and director of SunTx Capital Management. Craig Jennings and Mark R. Matteson, each a director of the Issuer, are each executive officers of SunTx Capital Management. Each of SunTx Expansion GP, SunTx Partners GP, SunTx Capital Management, Mr. Fleming, Mr. Jennings and Mr. Matteson may be deemed to beneficially own securities of the Issuer held by the SunTx Funds. Each such entity and person disclaims beneficial ownership of such securities except to the extent of its or his pecuniary interest therein and this report shall not be deemed an admission that any such entity or person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
6. Represents restricted shares of Class A Common Stock of the Issuer granted to Ned N. Fleming, III under the Construction Partners, Inc. 2018 Equity Incentive Plan that will vest as to two-thirds of the shares on January 1, 2021 and as to the remaining one-third of the shares on January 1, 2022.
7. Represents restricted shares of Class A Common Stock of the Issuer granted to Craig Jennings under the Construction Partners, Inc. 2018 Equity Incentive Plan that will vest as to two-thirds of the shares on January 1, 2021 and as to the remaining one-third of the shares on January 1, 2022.
8. Represents 1,000 shares of Class A Common Stock directly held by Mark R. Matteson that were purchased in the open market and 38,192 restricted shares of Class A Common Stock of the Issuer granted to Mark R. Matteson under the Construction Partners, Inc. 2018 Equity Incentive Plan that will vest as to two-thirds of the shares on January 1, 2021 and as to the remaining one-third of the shares on January 1, 2022.
9. Securities held directly by Ned N. Fleming, III.

- 10. Securities held directly by Craig Jennings.
- 11. Securities held directly by Mark R. Matteson

Remarks:

Each of Ned N. Fleming, III, Craig Jennings and Mark R. Matteson serves on the Board of Directors of Construction Partners, Inc. (the "Issuer"). For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons other than Mr. Fleming, Mr. Jennings and Mr. Matteson are deemed directors by deputization by virtue of their representation on the Board of Directors of the Issuer.

SUNTX CAPITAL
MANAGEMENT CORP., 09/20/2019
Name: /s/ Ned N. Fleming, III,
Title: Director

SUNTX CPI EXPANSION
FUND GP, L.P., By: SunTx
Capital Management Corp, its 09/20/2019
general partner, Name: /s/ Ned
N. Fleming, III, Title: Director

SUNTX CAPITAL
PARTNERS L.P., By: SunTx
Capital Management Corp., its 09/20/2019
general partner, Name: /s/ Ned
N. Fleming, III, Title: Director

SUNTX CPI EXPANSION
FUND, L.P., By: SunTx CPI
Expansion Fund GP, L.P., its
general partner, By: SunTx 09/20/2019
Capital Management Corp., its
general partner, Name: /s/ Ned
N. Fleming, III, Title: Director

SUNTX FULCRUM FUND
PRIME, L.P., By: SunTx
Capital Partners L.P., its
general partner, By: SunTx 09/20/2019
Capital Management Corp., its
general partner, Name: /s/ Ned
N. Fleming, III, Title: Director

SUNTX FULCRUM DUTCH
INVESTORS PRIME, L.P., By:
SunTx Capital Partners L.P.,
its general partner, By: SunTx 09/20/2019
Capital Management Corp., its
general partner, Name: /s/ Ned
N. Fleming, III, Title: Director

NED N. FLEMING, III, Name: 09/20/2019
/s/ Ned N. Fleming, III

CRAIG JENNINGS, Name: /s/ 09/20/2019
Craig Jennings

MARK R. MATTESON, 09/20/2019
Name: /s/ Mark R. Matteson

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Form 4 Joint Filer Information

Name: SunTx CPI Expansion Fund GP, L.P.

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19

Name: SunTx Capital Partners L.P.

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19

Name: SunTx CPI Expansion Fund, L.P.

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19

Name: SunTx Fulcrum Fund Prime, L.P.

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19

Name: SunTx Fulcrum Dutch Investors Prime,
L.P.

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19

Name: Ned N. Fleming, III

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19

Name: Craig Jennings

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19

Name: Mark R. Matteson

Address: 5420 LBJ Freeway, Suite 1000
Dallas, TX 75240

Date of Event Requiring Statement: 09/20/19