

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> <hr/> (Last) (First) (Middle) 5420 LBJ FREEWAY, SUITE 1000 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Construction Partners, Inc. [ ROAD ]</u> 3. Date of Earliest Transaction (Month/Day/Year) 05/29/2018 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**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			

**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						Title
Class B Common Stock	(1)(2)	05/29/2018		S			179,668	(1)(2)	(1)(2)	Class A Common Stock	179,668	\$11.16 <sup>(3)</sup>	18,312,458	I	By SunTx CPI Expansion Fund, L.P. <sup>(4)(7)</sup>
Class B Common Stock	(1)(2)	05/29/2018		S			106,276	(1)(2)	(1)(2)	Class A Common Stock	106,276	\$11.16 <sup>(3)</sup>	10,832,128	I	By SunTx Fulcrum Fund Prime, L.P. <sup>(5)(7)</sup>
Class B Common Stock	(1)(2)	05/29/2018		S			57,862	(1)(2)	(1)(2)	Class A Common Stock	57,862	\$11.16 <sup>(3)</sup>	5,897,486	I	By SunTx Fulcrum Dutch Investors Prime, L.P. <sup>(6)(7)</sup>

1. Name and Address of Reporting Person* <u>SunTx Capital Management Corp.</u> <hr/> (Last) (First) (Middle) 5420 LBJ FREEWAY, SUITE 1000 <hr/> (Street) DALLAS TX 75240 <hr/> (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*		
<a href="#">Fleming Ned N III</a>		
(Last)	(First)	(Middle)
5420 LBJ FREEWAY, SUITE 1000		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		

  

1. Name and Address of Reporting Person*		
<a href="#">Jennings Craig</a>		
(Last)	(First)	(Middle)
5420 LBJ FREEWAY, SUITE 1000		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		

  

1. Name and Address of Reporting Person*		
<a href="#">Matteson Mark R</a>		
(Last)	(First)	(Middle)
5420 LBJ FREEWAY, SUITE 1000		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		

**Explanation of Responses:**

- Each share of Class B Common Stock, par value \$0.001 per share ("Class B Common Stock"), of Construction Partners, Inc. (the "Issuer") is convertible at any time at the option of the holder thereof into one share of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), of the Issuer. In addition, upon the election of the holders of a majority of the then-outstanding shares of Class B Common Stock, all outstanding shares of Class B Common Stock will be converted into shares of Class A Common Stock. Further, each share of Class B Common Stock will automatically convert into one share of Class A Common Stock upon any transfer, whether or not for value, except upon certain transfers described in the Issuer's amended and restated certificate of incorporation.
- (Continued from Footnote 1) The shares of Class B Common Stock reported as sold in this Form 4 were sold to the underwriters of the Issuer's initial public offering pursuant to the exercise of the underwriters' overallotment option and automatically converted into shares of Class A Common Stock when transferred to the buyers. The holders of Class A Common Stock and Class B Common Stock vote as a single class on all matters submitted to a vote of stockholders. The holders of Class A Common Stock are entitled to one vote per share and the holders of the Class B Common Stock are entitled to 10 votes per share. The shares of Class B Common Stock do not expire.
- This sales price takes into account the \$0.84 per share amount of underwriting discounts and commissions for these sales to the underwriters of the Issuer's initial public offering.
- 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").
- 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").
- 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.
- 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.

**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.,](#) 05/31/2018  
 Name: /s/ Ned N. Fleming, III.  
 Title: Director  
[SUNTX CPI EXPANSION  
FUND GP, L.P., By: SunTx  
Capital Management Corp, its](#) 05/31/2018  
 general partner, Name: /s/ Ned  
 N. Fleming, III, Title: Director

SUNTX CAPITAL  
PARTNERS L.P., By: SunTx  
Capital Management Corp., its 05/31/2018  
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 05/31/2018  
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 05/31/2018  
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 05/31/2018  
Capital Management Corp., its  
general partner, Name: /s/ Ned  
N. Fleming, III, Title: Director  
NED N. FLEMING, III, Name: 05/31/2018  
/s/ Ned N. Fleming, III  
CRAIG JENNINGS, Name: /s/ 05/31/2018  
Craig Jennings  
MARK R. MATTESON, 05/31/2018  
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: 05/29/18

Name: SunTx Capital Partners L.P.

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

Date of Event Requiring Statement: 05/29/18

Name: SunTx CPI Expansion Fund, L.P.

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

Date of Event Requiring Statement: 05/29/18

Name: SunTx Fulcrum Fund Prime, L.P.

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

Date of Event Requiring Statement: 05/29/18

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

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

Date of Event Requiring Statement: 05/29/18

Name: Ned N. Fleming, III

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

Date of Event Requiring Statement: 05/29/18

Name: Craig Jennings

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

Date of Event Requiring Statement: 05/29/18

Name: Mark R. Matteson

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

Date of Event Requiring Statement: 05/29/18