

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

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)											
Name and Address of Reporting     SunTX CPI Capital Mana	Date of Event Requiring Statement (Month/Day/Year)     05/03/2018		3. Issuer Name and Ticker or Trading Symbol Construction Partners, Inc. [ROAD]								
(Last) (First) (Middle) 5420 LBJ FREEWAY, SUITE 1000			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner			5. If Amendment, Date Original Filed(Month/Day/Year)					
DALLAS, TX 75240	(Street)					Officer (give title below)	_X_ 10% Owner Other (specify below)		Form filed by	Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				Table I - Non-De	rivative Securities Ber	s Ranaficially Owned			
1.Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Reminder: Report on a separate l		respond to the collect	ion of inform	nation conta		required to respond unle	, ,	currently valid	d OMB cont	SEC 1473 (7-02)	
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Dire (D) or Indirect (I)	curity: Direct	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 5)			
Class B Common Stock			(1)(2)	(1)(2)	Class A Common Stock	19,647,134	\$ (1) (2)	I		By SunTx CPI Expansion Fund, L.P. (3) (6)	
Class B Common Stock			(1)(2)	(1)(2)	Class A Common Stock	11,621,610	\$ <u>(1) (2)</u>	I		By SunTx Fulcrum Fund Prime, L.P. (4) (6)	
Class B Common Stock			(1)(2)	(1)(2)	Class A Common Stock	6,327,316	\$ (1) (2)	I		By SunTx Fulcrum Dutch Investors Prime,	

# **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
SunTX CPI Capital Management Corp. 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	X				
SunTX CPI Expansion Fund GP, L.P. 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	X				
SUNTX CAPITAL PARTNERS L P 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	х				
SunTx CPI Expansion Fund LP 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	х				
SunTx Fulcrum Fund Prime, L.P. 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	Х				
SunTx Fulcrum Dutch Investors Prime, L.P. 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	х				
Fleming Ned N III 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	х				
Jennings Craig 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	Х				
Matteson Mark R 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	х				

## Signatures

SUNTX CAPITAL MANAGEMENT CORP., Name: /s/ Ned N. Fleming, Title: Director  "Signature of Reporting Person  SUNTX CPI EXPANSION FUND GP, L.P., By: SunTx Capital Management Corp, its general partner, Name: /s/ Ned N. Fleming, Title: Director  "Signature of Reporting Person	05/03/2018 Date	
SUNTX CPI EXPANSION FUND GP, L.P., By: SunTx Capital Management Corp, its general partner, Name: /s/ Ned N. Fleming, Title: Director		
**Signature of Reporting Person	05/03/2018	
	Date	
SUNTX CAPITAL PARTNERS L.P., By: SunTx Capital Management Corp., its general partner, Name: /s/ Ned N. Fleming, Title: Director	05/03/2018	
**Signature of Reporting Person	Date	
SUNTX CPI EXPANSION FUND, L.P., By: SunTx CPI Expansion Fund GP, L.P., its general partner, By: SunTx Capital Management Corp., its general partner, Name: /s/ Ned N. Fleming, Title: Director	05/03/2018	
**Signature of Reporting Person	Date	
SUNTX FULCRUM FUND PRIME, L.P., By: SunTx Capital Partners L.P., its general partner, By: SunTx Capital Management Corp., its general partner, Name: /s/ Ned N. Fleming, Title: Director	05/03/2018	
**Signature of Reporting Person	Date	
SUNTX FULCRUM DUTCH INVESTORS PRIME, L.P., By: SunTx Capital Partners L.P., its general partner, By: SunTx Capital Management Corp., its general partner, Name: /s/ Ned N. Fleming, Title: Director		
**Signature of Reporting Person	Date	
NED N. FLEMING, Name: /s/ Ned N. Fleming	05/03/2018	
**Signature of Reporting Person	Date	
CRAIG JENNINGS, Name: /s/ Craig Jennings	05/03/2018	
<sup>™</sup> Signature of Reporting Person	Date	
MARK R. MATTESON, Name: /s/ Mark R. Matteson	05/03/2018	
**Signature of Reporting Person	Date	

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) 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 \$0.001 per share ("Class A Common Stock at Common Stock and the option of the holder thereof into one share of Class A Common Stock and the Issuer's amended and restated certificate of inc
- (2) (Continued from Footnote 1) The holders of Class A Common Stock and Class B Common Stock and Class B Common Stock and Class B Common Stock are entitled 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 and Class B Common Stock are entitled to one vote per share and the holders of the Class B Common Stock and Class B Common Stock are entitled to one vote per share and the holders of the Class B Common Stock and Class B Common Stock are entitled to one vote per share and the holders of the Class B Common Stock and Class B
- (3) These shares of Class B Common Stock 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").
- (4) These shares of Class B Common Stock 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").
- (5) These shares of Class B Common Stock 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
- (6) The general partner of each of SunTx Expansion GP and SunTx Partners GP is SunTx Capital Management. Craig Jennings and Mark R. M. 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 the

#### Remarks:

Each of Ned N. Fleming, 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 1

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.

#### CONSTRUCTION PARTNERS, INC.

LIMITED POWER OF ATTORNEY FOR SECTION 13 AND SECTION 16 FILINGS

I, Ned N. Fleming, III, of 5420~LBJ Freeway, Suite 1000, Dallas, Texas 75240, do hereby make, constitute and appoint Charles E. Owens and R. Alan Palmer, my true and lawful attorneys for the purposes hereinafter set forth, effective as of this 3rd day of May, 2018.

References in this limited power of attorney to "my Attorney" are to each of the persons named above and to the person or persons substituted hereunder pursuant to the power of substitution granted herein.

I hereby grant to my Attorney, for me and in my name, place and stead, the power:

- 1. To execute for and on my behalf, in my capacity as a stockholder of Construction Partners, Inc., a Delaware corporation (the "Company"), any Schedule 13D and Schedule 13G, and all and any amendments thereto, in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the "Exchange Act");
- To execute for and on my behalf, in my capacity as an officer, director and/or stockholder of the Company, Form 3, Form 4, and Form 5, and all and any amendments thereto, in accordance with Section 16(a) of the Exchange Act;
- 3. To do and to perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5, or any amendment thereto, and to timely file such schedule, form or amendment thereto with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- 4. To take any other action of any type whatsoever that, in the opinion of my Attorney, may be necessary or desirable in connection with the foregoing grant of authority, it being understood that the documents executed by my Attorney pursuant to this limited power of attorney shall be in such form and shall contain such terms and conditions as my Attorney may approve.

I hereby grant to my Attorney full power and authority to do and to perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Attorney shall lawfully do or cause to be done by virtue of this limited power of attorney and the rights and powers herein granted. I acknowledge and agree that neither my Attorney nor the Company is assuming any of my responsibilities to comply with the Exchange Act.

This limited power of attorney shall remain in full force and effect until I am no longer required to file any Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 with respect to my holdings of, and transactions in, securities of the Company, unless earlier revoked by me in a signed writing delivered to each of my Attorneys and the substitutes therefore, if any. This limited power of attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument on the date first above written.

/s/ Ned N. Fleming, III
----Ned N. Fleming, III

STATE OF New York COUNTY OF New York

Before me, Rhonda Gerolmo-Miller, on this day personally appeared Ned N. Fleming, III, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 30th day of April, 2018.

Rhonda Gerolmo-Miller
----Notary Public

My Commission Expires: November 4, 2018

[Affix Notary Seal]

#### CONSTRUCTION PARTNERS, INC.

#### LIMITED POWER OF ATTORNEY FOR SECTION 13 AND SECTION 16 FILINGS

I, Craig Jennings, of 5420 LBJ Freeway, Suite 1000, Dallas, Texas 75240, do hereby make, constitute and appoint Charles E. Owens and R. Alan Palmer, my true and lawful attorneys for the purposes hereinafter set forth, effective as of this 3rd day of May, 2018.

References in this limited power of attorney to "my Attorney" are to each of the persons named above and to the person or persons substituted hereunder pursuant to the power of substitution granted herein.

I hereby grant to my Attorney, for me and in my name, place and stead, the power:

- 1. To execute for and on my behalf, in my capacity as a stockholder of Construction Partners, Inc., a Delaware corporation (the "Company"), any Schedule 13D and Schedule 13G, and all and any amendments thereto, in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the "Exchange Act");
- 2. To execute for and on my behalf, in my capacity as an officer, director and/or stockholder of the Company, Form 3, Form 4, and Form 5, and all and any amendments thereto, in accordance with Section 16(a) of the Exchange Act;
- 3. To do and to perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5, or any amendment thereto, and to timely file such schedule, form or amendment thereto with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- 4. To take any other action of any type whatsoever that, in the opinion of my Attorney, may be necessary or desirable in connection with the foregoing grant of authority, it being understood that the documents executed by my Attorney pursuant to this limited power of attorney shall be in such form and shall contain such terms and conditions as my Attorney may approve.

I hereby grant to my Attorney full power and authority to do and to perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Attorney shall lawfully do or cause to be done by virtue of this limited power of attorney and the rights and powers herein granted. I acknowledge and agree that neither my Attorney nor the Company is assuming any of my responsibilities to comply with the Exchange Act.

This limited power of attorney shall remain in full force and effect until I am no longer required to file any Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 with respect to my holdings of, and transactions in, securities of the Company, unless earlier revoked by me in a signed writing delivered to each of my Attorneys and the substitutes therefore, if any. This limited power of attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, I have hereunto set  $my\ hand$  to this instrument on the date first above written.

/s/ Craig Jennings
-----Craig Jennings

STATE OF TEXAS COUNTY OF DALLAS

Before me, Angela Seekins, on this day personally appeared Craig Jennings, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 1st day of May, 2018.

Angela Seekins
----Notary Public

My Commission Expires: June 28, 2021

[Affix Notary Seal]

#### CONSTRUCTION PARTNERS, INC.

#### LIMITED POWER OF ATTORNEY FOR SECTION 13 AND SECTION 16 FILINGS

I, Mark R. Matteson, of 5420 LBJ Freeway, Suite 1000, Dallas, Texas 75240, do hereby make, constitute and appoint Charles E. Owens and R. Alan Palmer, my true and lawful attorneys for the purposes hereinafter set forth, effective as of this 3rd day of May, 2018. References in this limited power of attorney to "my Attorney" are to each of the persons named above and to the person or persons substituted hereunder pursuant to the power of substitution granted herein.

I hereby grant to my Attorney, for me and in my name, place and stead, the power:  $\ensuremath{\mathsf{I}}$ 

- 1. To execute for and on my behalf, in my capacity as a stockholder of Construction Partners, Inc., a Delaware corporation (the "Company"), any Schedule 13D and Schedule 13G, and all and any amendments thereto, in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the "Exchange Act");
- 2. To execute for and on my behalf, in my capacity as an officer, director and/or stockholder of the Company, Form 3, Form 4, and Form 5, and all and any amendments thereto, in accordance with Section 16(a) of the Exchange Act;
- 3. To do and to perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5, or any amendment thereto, and to timely file such schedule, form or amendment thereto with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- 4. To take any other action of any type whatsoever that, in the opinion of my Attorney, may be necessary or desirable in connection with the foregoing grant of authority, it being understood that the documents executed by my Attorney pursuant to this limited power of attorney shall be in such form and shall contain such terms and conditions as my Attorney may approve.

I hereby grant to my Attorney full power and authority to do and to perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Attorney shall lawfully do or cause to be done by virtue of this limited power of attorney and the rights and powers herein granted. I acknowledge and agree that neither my Attorney nor the Company is assuming any of my responsibilities to comply with the Exchange Act.

This limited power of attorney shall remain in full force and effect until I am no longer required to file any Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 with respect to my holdings of, and transactions in, securities of the Company, unless earlier revoked by me in a signed writing delivered to each of my Attorneys and the substitutes therefore, if any. This limited power of attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument on the date first above written.

/s/ Mark Matteson
----Mark Matteson

STATE OF TEXAS
COUNTY OF DALLAS

Before me, Angela Seekins, on this day personally appeared Mark R. Matteson, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 1st day of May, 2018.

Angela Seekins
----Notary Public

My Commission Expires: June 28, 2021

[Affix Notary Seal]

### Form 3 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:

05/03/18

Name: SunTx Capital Partners L.P.

Address: 5420 LBJ Freeway, Suite 1000

Dallas, TX 75240

Date of Event Requiring

Statement:

05/03/18

Name: SunTx CPI Expansion Fund, L.P.

Address: 5420 LBJ Freeway, Suite 1000

Dallas, TX 75240

Date of Event Requiring

Statement:

05/03/18

Name: SunTx Fulcrum Fund Prime, L.P.

Address: 5420 LBJ Freeway, Suite 1000

Dallas, TX 75240

Date of Event Requiring

Statement:

05/03/18

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

Address: 5420 LBJ Freeway, Suite 1000

Dallas, TX 75240

Date of Event Requiring

 ${\tt Statement:}$ 

05/03/18

Name: Ned N. Fleming

Address: 5420 LBJ Freeway, Suite 1000

Dallas, TX 75240

Date of Event Requiring

Statement:

05/03/18

Name: Craig Jennings

Address: 5420 LBJ Freeway, Suite 1000

Dallas, TX 75240

Date of Event Requiring

Statement:

05/03/18

Name: Mark R. Matteson

Address: 5420 LBJ Freeway, Suite 1000

Dallas, TX 75240

Date of Event Requiring

Statement:

05/03/18