

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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 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)

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person - SunTx Capital Management Corp. | | 2. Issuer Name and Ticker or Trading Symbol Construction Partners, Inc. [ROAD] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) 5420 LBJ FREEWAY, SUITE 1000 | | 3. Date of Earliest Transaction (Month/Day/Year) 06/09/2021 | | | |
| (Street) DALLAS, TX 75240 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | 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 | | | | | | | 194,244 | I | By SunTx Fulcrum Fund Prime, L.P. (1) (3) | |
| Class A Common Stock | | | | | | | 105,756 | I | By SunTx Fulcrum Dutch Investors Prime, L.P. (2) (3) | |
| Class A Common Stock | | | | | | | 428,817 | I | By SunTx Capital Partners II, LP (4) (6) | |
| Class A Common Stock | | | | | | | 234,247 | I | By SunTx Capital Partners II Dutch Investors, LP (5) (6) | |
| Class A Common Stock | | | | | | | 114,575 (7) | D (10) | | |
| Class A Common Stock | | | | | | | 4,000 | I | By spouse of Ned N. Fleming, III | |
| Class A Common Stock | | | | | | | 38,192 (8) | D (11) | | |
| Class A Common Stock | | | | | | | 39,192 (9) | D (12) | | |

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

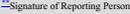
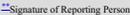
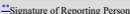
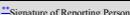
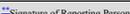
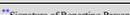
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (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 | Amount or Number of Shares | | | | |
| Class B Common Stock | (13) | 06/09/2021 | | j(14) | | | 1,300,000 | (13) | (13) | Class A Common Stock | 1,300,000 | \$ 0 | 4,860,963 | I | By SunTx CPI Expansion Fund, L.P. (3) (15) |
| Class B Common Stock | (13) | 06/09/2021 | | j(14) | | 293,095 | | (13) | (13) | Class A Common Stock | 293,095 | \$ 0 | 1,400,268 | I | By SunTx Capital Partners II, LP (4) (6) |
| Class B Common Stock | (13) | 06/09/2021 | | j(14) | | 148,706 | | (13) | (13) | Class A Common Stock | 148,706 | \$ 0 | 672,391 | I | By SunTx Capital Partners II Dutch Investors, LP (5) (6) |
| Class B Common Stock | (13) | 06/09/2021 | | j(14) | | 71,198 | | (13) | (13) | Class A Common Stock | 71,198 | \$ 0 | 396,519 | I | By SunTx CPI Expansion Fund GP, LP (3) (16) |
| Class B Common Stock | (13) | | | | | | | (13) | (13) | Class A Common Stock | 4,122,508 | | 4,122,508 | I | By SunTx Fulcrum Fund Prime, L.P. (1) (3) |

| | | | | | | | | | | | | | | | |
|----------------------|------|--|--|--|--|--|--|--|------|------|----------------------|-----------|-----------|---|--|
| Class B Common Stock | (13) | | | | | | | | (13) | (13) | Class A Common Stock | 2,244,470 | 2,244,470 | I | By SunTx Fulcrum Dutch Investors Prime, L.P. (2) (3) |
|----------------------|------|--|--|--|--|--|--|--|------|------|----------------------|-----------|-----------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SunTx 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 | X | | |
| SunTx CPI Expansion Fund LP 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240 | X | X | | |
| SunTx Fulcrum Fund Prime, L.P. 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240 | X | X | | |
| SunTx Fulcrum Dutch Investors Prime, L.P. 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240 | X | X | | |
| Fleming Ned N III 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240 | X | X | | |
| Jennings Craig 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240 | X | X | | |
| Matteson Mark R 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240 | X | X | | |

Signatures

| | | |
|--|--|------------|
| SUNTX CAPITAL MANAGEMENT CORP., Name: /s/ Ned N. Fleming, III, Title: Director | | 06/11/2021 |
|  | | Date |
| SUNTX CPI EXPANSION FUND GP, L.P., By: SunTx Capital Management Corp, its general partner, Name: /s/ Ned N. Fleming, III, Title: Director | | 06/11/2021 |
|  | | Date |
| SUNTX CAPITAL PARTNERS L.P., By: SunTx Capital Management Corp., its general partner, Name: /s/ Ned N. Fleming, III, Title: Director | | 06/11/2021 |
|  | | 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, III, Title: Director | | 06/11/2021 |
|  | | 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, III, Title: Director | | 06/11/2021 |
|  | | 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, III, Title: Director | | 06/11/2021 |
|  | | Date |
| /s/ Ned N. Fleming, III | | 06/11/2021 |
|  | | Date |
| /s/ Craig Jennings | | 06/11/2021 |
|  | | Date |
| /s/ Mark R. Matteson | | 06/11/2021 |
|  | | 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).

- 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"). The general partner of SunTx Fulcrum Dutch Fund is SunTx Partners GP. The general partner of each of SunTx Expansion GP (defined below) 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, Mr. Jennings and Mr. Matteson may be deemed to beneficially own securities of the Issuer held by certain of 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.
- These securities of the Issuer are directly held by SunTx Capital Partners II, LP ("SunTx Partners II"). The general partner of SunTx Partners II is SunTx Capital Partners II GP, LP ("SunTx Partners II GP").
- These securities of the Issuer are directly held by SunTx Capital Partners II Dutch Investors, LP ("SunTx Partners Dutch LP," and together with SunTx Expansion Fund, SunTx Fulcrum Fund, SunTx Fulcrum Dutch Fund and SunTx Partners II, the "SunTx Funds"). The general partner of SunTx Partners II GP is SunTx Capital II Management Corp. ("SunTx Capital II Management"). Mr. Fleming is the majority shareholder and sole director of SunTx Capital II Management. Mr. Jennings and Mr. Matteson, each a director of the Issuer, are shareholders of the Issuer held by certain of 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.
- Includes 38,192 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 on January 1, 2022.
- Includes 12,731 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 on January 1, 2022.
- Includes 12,731 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 on January 1, 2022.
- Securities held directly by Ned N. Fleming, III.
- Securities held directly by Craig Jennings.
- Securities held directly by Mark R. Matteson.

Each share of Class B common stock, par value \$0.001 per share ("Class B common stock"), of the Issuer is convertible into one share of Class A common stock, par value \$0.001 per share ("Class A common stock") of the Issuer (i) at any time at the option of the holder or (ii) upon any (13) 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. 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 stock Class B common stock do not expire.

(14) SunTx CPI Expansion Fund, L.P. ("SunTx Expansion Fund") distributed these shares for no consideration.

(15) These securities of the Issuer are directly held by SunTx Expansion Fund. The general partner of SunTx Expansion Fund is SunTx CPI Expansion Fund GP, L.P. ("SunTx Expansion GP").

(16) These securities of the Issuer are directly held by SunTx Expansion GP.

Remarks:

Each of Ned N. Fleming, III, Craig Jennings and Mark R. Matteson serves on the Board of Directors of the Issuer. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons other than Mr. Fle

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.