

**FORM 4**

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

OMB APPROVAL  
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person - SunTx Capital II 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) 12/09/2021			
(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)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 (1) (2)							114,575 (3)		D (4)	
Class A Common Stock							4,000		I	By spouse of Ned N. Fleming, III
Class A Common Stock							38,192 (5)		D (6)	
Class A Common Stock							39,192 (7)		D (8)	
Class A Common Stock							37,278		I	By SunTx Fulcrum Fund Prime, L.P. (9) (10) (11)
Class A Common Stock							428,817		I	By SunTx Capital Partners II, L.P. (9) (10) (12)
Class A Common Stock							234,247		I	By SunTx Capital Partners II Dutch Investors, L.P. (9) (10) (13)

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 of Derivative Security: 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	(14)	12/09/2021					662,756	(14)	(14)	Class A Common Stock	662,756	\$ 0	0	I	By SunTx CPI Expansion Fund GP, L.P. (9) (10) (16)
Class B Common Stock	(14)	12/09/2021					542,589	(14)	(14)	Class A Common Stock	542,589	\$ 0	2,399,999	I	By SunTx Capital Partners, L.P. (9) (10) (18)
Class B Common Stock	(14)	12/09/2021					438,347	(14)	(14)	Class A Common Stock	438,347	\$ 0	438,347	I	By Malachi Holdings Limited Partnership (20)
Class B Common Stock	(14)	12/09/2021					272	(14)	(14)	Class A Common Stock	272	\$ 0	272	I	By Boyle Fleming & Co. Inc. (21)
Class B Common Stock	(14)	12/09/2021					92,099	(14)	(14)	Class A Common Stock	92,099	\$ 0	92,099	I	By CJCT Associates Limited Partnership (23)
Class B Common Stock	(14)	12/09/2021					145,792	(14)	(14)	Class A Common Stock	145,792	\$ 0	145,792	I	By AMDG Associates Limited Partnership (25)
Class B Common Stock	(14)	12/09/2021					154,394	(14)	(14)	Class A Common Stock	154,394	\$ 0	1,788,520	I	By SunTx Fulcrum Fund Prime, L.P. (9) (10) (11)

Class B Common Stock	(14)	12/09/2021		J(17)		94,412	(14)	(14)	Class A Common Stock	94,412	\$ 0	677,629	I	By SunTx Fulcrum Dutch Investors Prime, L.P. (9) (10) (26)
Class B Common Stock	(14)	12/09/2021		J(17)		674	(14)	(14)	Class A Common Stock	674	\$ 0	674	I	By SunTx Capital II Management Corp. (9) (10) (27)
Class B Common Stock	(14)						(14)	(14)	Class A Common Stock	2,695		2,695	I	By SunTx Capital Management Corp. (9) (10) (28)
Class B Common Stock	(14)						(14)	(14)	Class A Common Stock	2,496,267		2,496,267	I	By SunTx Capital Partners II, L.P. (9) (10) (12)
Class B Common Stock	(14)						(14)	(14)	Class A Common Stock	1,228,463		1,228,463	I	By SunTx Capital Partners II Dutch Investors, L.P. (9) (10) (13)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SunTx Capital II Management Corp. 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	X		
SUNTX CAPITAL PARTNERS II LP 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	X		
SUNTX CAPITAL PARTNERS II DUTCH INVESTORS LP 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	X		

## Signatures

SUNTX CAPITAL PARTNERS II, L.P., By: SunTx Capital Partners II GP, L.P., its general partner, By: SunTx Capital II Management Corp., its general partner, By: /s/ Ned N. Fleming, III, Name: Ned N. Fleming, III, Title: Director		12/17/2021
	Signature of Reporting Person	Date
SUNTX CAPITAL PARTNERS II DUTCH INVESTORS, L.P., By: SunTx Capital Partners II GP, L.P., its general partner, By: SunTx Capital II Management Corp., its general partner, By: /s/ Ned N. Fleming, III, Name: Ned N. Fleming, III, Title: Director		12/17/2021
	Signature of Reporting Person	Date
SUNTX CAPITAL II MANAGEMENT CORP., By: /s/ Ned N. Fleming, III, Name: Ned N. Fleming, III, Title: Director		12/17/2021
	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).
- (1) This Form 4 is filed jointly by Ned N. Flemming, III, Craig Jennings, Mark R. Matteson, SunTx Fulcrum Fund Prime, L.P., SunTx CPI Expansion Fund GP, L.P., SunTx Capital Partners, L.P., SunTx Fulcrum Dutch Investors Prime, L.P., SunTx Capital Management Corp., SunTx Capital Partners II GP, L.P., ("SunTx Partners II GP").
- (2) To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the first of two identical reports relating to the same transactions. Each Reporting Person is deemed an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.
- (3) Includes 38,192 restricted shares of Class A Common Stock of Construction Partners, Inc. (the "Issuer") granted to Ned N. Fleming, III under the Construction Partners, Inc. 2018 Equity Incentive Plan that will vest on January 1, 2022.
- (4) Securities held directly by Ned N. Fleming, III.
- (5) 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.
- (6) Securities held directly by Craig Jennings.
- (7) 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 that will vest on January 1, 2022.
- (8) Securities held directly by Mark R. Matteson.
- (9) The general partner of each of SunTx Fulcrum Fund Prime, L.P. ("SunTx Fulcrum Fund") and SunTx Fulcrum Dutch Investors Prime, L.P. ("SunTx Fulcrum Dutch Fund") is SunTx Capital Partners, L.P. ("SunTx Partners GP"). The general partner of SunTx CPI Expansion Fund, L.P. ("SunTx CPI Expansion Fund") and SunTx Partners GP is SunTx Capital Management Corp. ("SunTx Capital Management"). The general partner of each of SunTx Capital Partners II, L.P. ("SunTx Partners II") and SunTx Capital Partners II Dutch Investors, L.P. ("SunTx Partners Dutch LP") and together with SunTx Capital Partners II GP, L.P. ("SunTx Partners II GP"). The general partner of SunTx Partners II GP is SunTx Capital II Management Corp.
- (Continued from Footnote 9) ("SunTx Capital II Management," and together with SunTx Expansion GP, SunTx Partners GP, SunTx Capital Management, and SunTx Partners II GP, the "SunTx Group"). Ned N. Fleming, III, a director of the Issuer, is the sole shareholder and director of SunTx Capital II Management, SunTx Partners II GP, and SunTx Capital II Management may be deemed to beneficially own securities of the Issuer held by certain entities of the SunTx Funds. Each such entity and person disclaims an admission that any such entity or person is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.
- (10) Group, and each of SunTx Expansion GP, SunTx Partners GP, SunTx Capital Management, SunTx Partners II GP, and SunTx Capital II Management may be deemed to beneficially own securities of the Issuer held by certain entities of the SunTx Funds. Each such entity and person disclaims an admission that any such entity or person is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.
- (11) These securities of the Issuer are directly held by SunTx Fulcrum Fund.
- (12) These securities of the Issuer are directly held by SunTx Partners II.
- (13) These securities of the Issuer are directly held by SunTx Partners Dutch LP.
- (14) 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 the conversion 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. The holders of Class A common stock and Class B common stock vote as a single class on all matters relating to the Class B common stock are entitled to 10 votes per share. The shares of Class B common stock do not expire.
- (15) SunTx Expansion GP distributed these shares for no consideration.
- (16) These securities of the Issuer are directly held by SunTx Expansion GP.
- (17) SunTx Partners GP distributed these shares for no consideration.
- (18) These securities of the Issuer are directly held by SunTx Partners GP.
- (19) SunTx Expansion GP distributed 429,452 of these shares, and SunTx Partners GP distributed 8,895 of these shares, and in each case for no consideration.
- (20) These securities of the Issuer are directly held by Malachi Holdings Limited Partnership, a limited partnership controlled by Ned N. Fleming, III. Mr. Fleming may be deemed to beneficially own securities of the Issuer held by such limited partnership. Mr. Fleming disclaims beneficial ownership of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- (21) These securities of the Issuer are directly held by Boyle Fleming & Co. Inc., a corporation controlled by Ned N. Fleming, III. Mr. Fleming may be deemed to beneficially own securities of the Issuer held by such corporation. Mr. Fleming disclaims beneficial ownership of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- (22) SunTx Expansion GP distributed 90,318 of these shares, and SunTx Partners GP distributed 1,781 of these shares, and in each case for no consideration.

(23) These securities of the Issuer are directly held by CJCT Associates Limited Partnership, a limited partnership controlled by Craig Jennings. Mr. Jennings may be deemed to beneficially own securities of the Issuer held by such limited partnership. Mr. Jennings disclaims beneficial ownership. Mr. Jennings is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.

(24) SunTx Expansion GP distributed 142,986 of these shares, and SunTx Partners GP distributed 2,806 of these shares, and in each case for no consideration.

(25) These securities of the Issuer are directly held by AMDG Associates Limited Partnership, a limited partnership controlled by Mark R. Matteson. Mr. Matteson may be deemed to beneficially own securities of the Issuer held by such limited partnership. Mr. Matteson disclaims beneficial ownership. Mr. Matteson is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.

(26) These securities of the Issuer are directly held by SunTx Fulcrum Dutch Fund.

(27) These securities of the Issuer are directly held by SunTx Capital II Management.

(28) These securities of the Issuer are directly held by SunTx Capital Management.

**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 Exchange Act, the Reporting Persons other than Mr. Fleming, Mr. Jennings and Mr. Matteson are:

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.