

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Amendment No. 3
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Construction Partners, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1600
(Primary Standard Industrial
Classification Code Number)

26-0758017
(I.R.S. Employer
Identification Number)

**290 Healthwest Drive, Suite 2
Dothan, Alabama 36303
(334) 673-9763**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**Charles E. Owens
Chief Executive Officer and President
Construction Partners, Inc.
290 Healthwest Drive, Suite 2
Dothan, Alabama 36303
(334) 673-9763**

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

**Garrett A. DeVries
Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
(214) 969-2800**

**Christopher D. Lueking
Latham & Watkins LLP
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
(312) 876-7700**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The sole purpose of this amendment is to file Exhibit 5.1 to the registration statement as indicated in Item 16(a) of Part II of this amendment. No change is made to the preliminary prospectus constituting Part I of the registration statement or Items 13, 14, 15, 16(b) or 17 of Part II of the registration statement. Accordingly, this amendment consists only of the facing page, this explanatory note and Item 16(a) of Part II and the signatures of the registration statement.

Item 16. Exhibits and Financial Statement Schedules.

(A) *Exhibits.* See the Exhibit Index immediately preceding the signature page hereto, which is incorporated by reference as if fully set forth herein.

(B) *Financial Statement Schedules.*

All schedules are omitted because the required information is (i) not applicable, (ii) not present in amounts sufficient to require submission of the schedule and/or (iii) included in the financial statements and accompanying notes thereto included in the prospectus filed as part of this Registration Statement.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
1.1*	Form of Underwriting Agreement.
3.1*	Amended and Restated Certificate of Incorporation of Construction Partners, Inc.
3.2*	Amended and Restated Bylaws of Construction Partners, Inc.
4.1*	Form of Class A Common Stock Certificate.
4.2*	Registration Rights Agreement, dated June 8, 2007, by and among Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.) and certain security holders party thereto.
5.1	Opinion of Pepper Hamilton LLP as to the legality of the securities being registered.
10.1†*	Form of Indemnification Agreement, by and between Construction Partners, Inc. and each of its directors and executive officers.
10.2*	Credit Agreement, dated June 30, 2017, by and among Construction Partners Holdings, Inc. (f/k/a Construction Partners, Inc.), Wiregrass Construction Company, Inc., Fred Smith Construction, Inc., FSC II, LLC, C.W. Roberts Contracting, Incorporated and Everett Dykes Grassing Co., Inc., as Borrowers, the financial institutions party thereto from time to time, and Compass Bank, as Agent, Sole Lead Arranger and Sole Bookrunner.
10.3*	Amendment to Credit Agreement, dated June 30, 2017, by and among Construction Partners Holdings, Inc. (f/k/a Construction Partners, Inc.), Wiregrass Construction Company, Inc., Fred Smith Construction, Inc., FSC II, LLC, C.W. Roberts Contracting, Incorporated, and Everett Dykes Grassing Co., Inc., as Borrowers, Compass Bank, as Agent for Lenders and as a Lender and Issuing Bank, and ServisFirst Bank, as a Lender.
10.4*	Loan Modification Agreement and Amendment to Loan Documents, dated November 14, 2017, by and among Construction Partners Holdings, Inc. (f/k/a Construction Partners, Inc.), Wiregrass Construction Company, Inc., Fred Smith Construction, Inc., FSC II, LLC, C.W. Roberts Contracting, Incorporated, and Everett Dykes Grassing Co., Inc., as Borrowers, Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.), as Guarantor, Compass Bank, as Agent for Lenders and as a Lender and Issuing Bank, and ServisFirst Bank, as a Lender.
10.5*	Loan Modification Agreement and Amendment to Loan Documents, dated December 31, 2017, by and among Construction Partners Holdings, Inc. (f/k/a Construction Partners, Inc.), Wiregrass Construction Company, Inc., Fred Smith Construction, Inc., FSC II, LLC, C.W. Roberts Contracting, Incorporated, and Everett Dykes Grassing Co., Inc., as Borrowers, Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.), as Guarantor, Compass Bank, as Agent for Lenders and as a Lender and Issuing Bank, and ServisFirst Bank, as a Lender.
10.6†*	Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.) 2016 Equity Incentive Plan and forms of Option Agreement, Option Grant Notice, Restricted Stock Award Agreement and Restricted Stock Award Grant Notice thereunder.
10.7†*	Form of Construction Partners, Inc. 2018 Equity Incentive Plan.
10.8†*	Form of Stock Option Award under the Construction Partners, Inc. 2018 Equity Incentive Plan.
10.9†*	Form of Restricted Stock Award under the Construction Partners, Inc. 2018 Equity Incentive Plan.
10.10†*	Form of Restricted Stock Unit Award under the Construction Partners, Inc. 2018 Equity Incentive Plan.

<u>Exhibit Number</u>	<u>Description</u>
10.11†*	Form of Stock Appreciation Rights Award to be settled in shares of Common Stock under the Construction Partners, Inc. 2018 Equity Incentive Plan.
10.12†*	Form of Stock Appreciation Rights Award to be settled in cash under the Construction Partners, Inc. 2018 Equity Incentive Plan.
10.13*	Management Services Agreement, dated October 1, 2006, by and between Construction Partners Holdings, Inc. (f/k/a Construction Partners, Inc.) and SunTx Capital Management Corp.
10.14*	Amendment to Management Services Agreement, dated October 1, 2013, by and between Construction Partners Holdings, Inc. (f/k/a Construction Partners, Inc.) and SunTx Capital Management Corp.
10.15†*	Employment and Non-Compete Agreement, effective as of July 1, 2014, by and between FSC II, LLC and F. Julius Smith III.
10.16†*	Form of Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.) Non-plan Stock Option Award Agreement.
10.17†*	Form of Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.) First Amendment to Non-plan Stock Option Award Agreement.
10.18†*	Option Agreement, dated March 7, 2017, between Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.) and F. Julius Smith, III.
16.1*	Letter of PBMares, LLP.
21.1*	List of Significant Subsidiaries of Construction Partners, Inc.
23.1*	Consent of RSM US LLP.
23.2	Consent of Pepper Hamilton LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).

† Management contract, compensatory plan or arrangement.

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Dothan, Alabama, on May 3, 2018.

CONSTRUCTION PARTNERS, INC.

By: /s/ Charles E. Owens
Charles E. Owens
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Charles E. Owens</u> Charles E. Owens	President and Chief Executive Officer (Principal Executive Officer) and Director	May 3, 2018
<u>/s/ R. Alan Palmer</u> R. Alan Palmer	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 3, 2018
<u>*</u> Ned N. Fleming, III	Executive Chairman of the Board and Director	May 3, 2018
<u>*</u> Craig Jennings	Director	May 3, 2018
<u>*</u> Mark R. Matteson	Director	May 3, 2018
<u>*</u> Michael H. McKay	Director	May 3, 2018
<u>*</u> Stefan F. Shaffer	Director	May 3, 2018

By: /s/ Charles E. Owens
Charles E. Owens
Attorney-in-Fact



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 Eighteenth and Arch Streets
 Philadelphia, PA 19103-2799
 215.981.4000
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May 3, 2018

Construction Partners, Inc.
 290 Healthwest Drive, Suite 2
 Dothan, Alabama 36303

Re: Initial Public Offering of Class A Common Stock of Construction Partners, Inc.

Ladies and Gentlemen:

We have acted as counsel to Construction Partners Inc., a Delaware corporation (the “*Company*”), in connection with the proposed offer and sale (the “*Offering*”) of up to 12,937,500 shares of Class A common stock, par value \$0.001 per share, up to 9,350,000 shares of which are being offered by the Company (the “*Company Shares*”) and up to 6,187,500 shares (including up to 1,687,500 shares that may be sold by the Selling Stockholders upon the exercise of an option to purchase additional shares to be granted to the underwriters) of which (the “*Selling Stockholder Shares*”) and, together with the Company Shares, the “*Shares*”, provided that the number of Shares shall not exceed 12,937,500 shares) are being offered by SunTx CPI Expansion Fund, L.P., a Delaware limited partnership (“*SunTx CPI*”), SunTx Fulcrum Fund Prime, L.P., a Delaware limited partnership (“*SunTx Fulcrum*”), SunTx Fulcrum Dutch Investors Prime, L.P., a Delaware limited partnership (“*SunTx Fulcrum Dutch*”) and Squam Lake Investors IV, L.P., a Delaware limited partnership (together with SunTx CPI, SunTx Fulcrum and SunTx Fulcrum Dutch, the “*Selling Stockholders*”). The Shares are included in a registration statement on Form S-1 under the Securities Act of 1933, as amended (the “*Act*”), initially filed with the Securities and Exchange Commission (the “*Commission*”) on April 6, 2018 (Registration No. 333-224174) (as amended, the “*Registration Statement*”). The term “*Shares*” shall include any additional shares of common stock registered by the Company pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the offer and sale of the Shares.

We understand that the Shares are to be sold by the Company and the Selling Stockholders pursuant to the terms of an Underwriting Agreement (the “*Underwriting Agreement*”) in substantially the form filed as Exhibit 1.1 to the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed, including (i) the Registration Statement (including all amendments thereto) as filed with the Commission, (ii) the form of Underwriting Agreement

Philadelphia	Boston	Washington, D.C.	Los Angeles	New York		Pittsburgh
Detroit	Berwyn	Harrisburg	Orange County	Princeton	Silicon Valley	Wilmington

www.pepperlaw.com

filed as Exhibit 1.1 to the Registration Statement, (iii) the Company's Amended and Restated Certificate of Incorporation, (iv) the Company's Amended and Restated Bylaws, (v) resolutions of the Board of Directors and stockholders of the Company relating to the Offering and the issuance of the Shares as provided to us by the Company and (vi) the stock record books of the Company as provided to us by the Company. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

We express no opinion herein as to the law of any state or jurisdiction other than the General Corporation Law of the State of Delaware, including statutory provisions and all applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting such laws of the State of Delaware and the federal laws of the United States of America.

Subject to the foregoing, we are of the opinion that:

1. Upon (i) due action by a duly appointed committee of the Board of Directors of the Company to determine the price per share of the Company Shares and (ii) due execution and delivery of the Underwriting Agreement and issuance of the Company Shares against payment therefor in accordance with the Underwriting Agreement, the Company Shares will have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable.
2. The Selling Stockholder Shares have been duly authorized by all necessary corporate action of the Company and are validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the prospectus under the heading "Legal Matters." We further consent to the incorporation by reference of this letter and consent into any registration statement filed pursuant to Rule 462(b) with respect to the Shares. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Pepper Hamilton LLP