

# 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

## 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Fleming Ned N III</b>		2. Issuer Name and Ticker or Trading Symbol <b>Construction Partners, Inc. [ROAD]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/13/2019</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
5420 LBJ FREEWAY, SUITE 1000			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street)			DALLAS, TX 75240		
(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	05/13/2019		A		59,288	A	\$ 12.65	59,288	D	
Class A Common Stock								4,000	I	By spouse
Class A Common Stock								10,046,695	I	By SunTx CPI Expansion Fund, L.P. (2)
Class A Common Stock								5,942,789	I	By SunTx Fulcrum Fund Prime, L.P. (2)
Class A Common Stock								3,235,516	I	By SunTx Fulcrum Dutch Investors Prime, L.P. (2)

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				
Class B Common Stock	(3)						(3)	(3)	Class A Common Stock	8,265,763.00		8,265,763	I	By SunTx CPI Expansion Fund, L.P. (2)

Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	4,889,339.00		4,889,339	I	By SunTx Fulcrum Fund Prime, L.P. (2)
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	2,661,970.00		2,661,970	I	By SunTx Fulcrum Dutch Investors Prime, L.P. (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fleming Ned N III 5420 LBJ FREEWAY, SUITE 1000 DALLAS, TX 75240	X	X		

## Signatures

/s/ R. Alan Palmer, attorney-in-fact		05/15/2019
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Represents restricted shares of Class A common stock, par value \$0.001 ("Class A Common Stock"), of Construction Partners, Inc. (the "Issuer") granted under the Construction Partners, Inc. 2018 Equity Incentive Plan that will vest as to two-thirds of the shares on January 1, 2021 and as to the remaining one-third of the shares on January 1, 2022.
- The reporting person is the sole shareholder and director of SunTx Capital Management Corp., the general partner of (i) SunTx CPI Expansion Fund GP, L.P., which in turn serves as general partner of SunTx CPI Expansion Fund, L.P., and (ii) SunTx Capital Partners L.P., which in turn serves as general partner of SunTx Fulcrum Fund Prime, L.P. and SunTx Fulcrum Dutch Investors Prime, L.P. The reporting person may be deemed to beneficially own these securities but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting 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.
- (2) Each share of Class B common stock, par value \$0.001 ("Class B Common Stock"), of the Issuer is convertible into one share of Class A Common Stock (i) at any time at the option of the holder or (ii) upon any transfer, except for certain transfers described in the Issuer's amended and restated certificate of incorporation. In addition, upon the election of the holders of a majority
- (3) 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 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.

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.