

# FORM 4

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

|   |           |
|---|-----------|
| OMB APPROVAL                                      |           |
| OMB Number:                                       | 3235-0287 |
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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 *<br>Flowers Robert P. |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>Construction Partners, Inc. [ROAD]       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br>Senior Vice President |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/15/2021                          |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person   |  |  |
| 290 HEALTHWEST DRIVE, SUITE 2                                  |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  |  |  |  |  |
| (Street)<br>DOTHAN, AL 36303                                   |         |          |   |  |  |  |  |  |
| (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            | 04/15/2021                           |  | A                              |   | 4,200<br>(1)  | A          | \$ 0  | 4,415   | D  |   |
| Class A Common Stock            | 04/15/2021                           |  | A                              |   | 50,000<br>(2)   | A          | \$ 0  | 54,415  | D  |   |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Class B Common Stock                       | (3)  |                                      |  |                                |   | (3)  | (3)             | Class A Common Stock  | 16,490.00                  |  | 16,490   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Flowers Robert P.<br>290 HEALTHWEST DRIVE, SUITE 2<br>DOTHAN, AL 36303 |               |           | Senior Vice President |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/ R. Alan Palmer, attorney-in-fact           | 04/16/2021          |
| <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).

- The reported transaction represents a grant of restricted shares of Class A common stock, \$0.001 par value ("Class A common stock"), of Construction Partners, Inc. (the "Company")
- (1) with time-based vesting criteria under the Company's 2018 Equity Incentive Plan (the "Plan"). The shares of Class A common stock subject to the reported award vest in one-fourth installments on September 30, 2021, 2022, 2023 and 2024. Under the terms of the award agreement, the reporting person has sole voting power with respect to the reported shares.
- The reported transaction represents a grant of restricted shares of Class A common stock with time-based vesting criteria under the Plan. The shares of Class A common stock subject to
- (2) the reported award vest in one-half installments on September 30, 2024 and 2025. Under the terms of the award agreement, the reporting person has sole voting power with respect to the reported shares.
- Each share of Class B common stock, par value \$0.001 per share ("Class B common stock"), of the Company 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 Company's amended and restated certificate of incorporation. In addition, upon the election
- (3) of the holders 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 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.