

# 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

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>Smith Fred Julius 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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/14/2022</b>		
290 HEALTHWEST DRIVE, SUITE 2					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
DOTHAN, AL 36303			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		
(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								124,498 (1)	D	

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

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**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
Class B Common Stock	(2)	01/14/2022				p(3)	50,000	(2)	(2)	Class A Common Stock	50,000.00	\$ 37	341,941	D	
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	134,582.00		134,582	I	By entity (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Fred Julius III 290 HEALTHWEST DRIVE SUITE 2 DOTHAN, AL 36303	X		President and CEO	

## Signatures

/s/ R. Alan Palmer, attorney-in-fact	01/14/2022
**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).

- Includes 118,166 restricted shares of Class A common stock, \$0.001 par value ("Class A common stock") of Construction Partners, Inc. (the "Company") with time-based vesting criteria granted under the Construction Partners, Inc. 2018 Equity Incentive Plan that vest as follows: (i) 5,000 shares in one-half increments on January 4, 2023 and 2024, (ii) 5,500 shares in one-third increments on September 30, 2022, 2023 and 2024, (iii) 7,666 shares in one-fourth increments on September 30, 2022, 2023, 2024 and 2025, and (iv) 100,000 shares in one-half increments on September 30, 2024 and 2025. Under the terms of the respective award agreements, the reporting person has sole voting power with respect to the reported shares.
- Each share of Class B common stock, \$0.001 par value ("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 of the holders of a
- (1) 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.
  - (2) The reported transaction represents a privately negotiated purchase of Class B common stock from another holder of Class B common stock.
  - (3) The reported shares are held by a limited liability company for which the reporting person serves as co-manager, and, in such capacity, shares the power to vote and direct the disposition of the shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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