

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Fleming Ned N III</u> (Last) (First) (Middle) 5420 LBJ FREEWAY, SUITE 1000 (Street) DALLAS TX 75240 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Construction Partners, Inc. [ROAD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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							24,168	D ⁽¹⁾		
Class A Common Stock							17,000	D ⁽²⁾		
Class A Common Stock							30,731	D ⁽³⁾		

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 Securities Underlying Derivative Security (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: 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	(4)	03/04/2025		A ⁽⁵⁾		24,000		(4)	(4)	Class A Common Stock	24,000	\$0	95,515 ⁽⁶⁾	D ⁽¹⁾	
Class B Common Stock	(4)	03/04/2025		A ⁽⁷⁾		8,000		(4)	(4)	Class A Common Stock	8,000	\$0	8,000 ⁽⁸⁾	D ⁽²⁾	
Class B Common Stock	(4)	03/04/2025		A ⁽⁹⁾		8,000		(4)	(4)	Class A Common Stock	8,000	\$0	8,000 ⁽¹⁰⁾	D ⁽³⁾	
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	2,488,322		2,488,322	I	By SunTx Capital Partners II, L.P. ⁽¹¹⁾⁽¹²⁾⁽¹³⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	1,254,746		1,254,746	I	By SunTx Capital Partners II Dutch Investors, L.P. ⁽¹¹⁾⁽¹²⁾⁽¹⁴⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	4,000		4,000	I	By Fleming Family Management Trust ⁽¹⁵⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	1,535,857		1,535,857	I	By Malachi Holdings Limited Partnership ⁽¹⁶⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	355,179		355,179	I	By CJCT Associates Limited Partnership ⁽¹⁷⁾

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 Securities Underlying Derivative Security (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: 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	(4)							(4)	(4)	Class A Common Stock	4,942		4,942	I	By AMDG Associates II, L.P. ⁽¹⁸⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	10,621		10,621	I	By SunTx Capital Savings Plan, FBO Ned N. Fleming, III ⁽¹⁹⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	272		272	I	By Boyle Fleming & Co. Inc. ⁽²⁰⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	674		674	I	By SunTx Capital II Management Corp. ⁽¹¹⁾⁽¹²⁾⁽²¹⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	300,000		300,000	I	By NNFIH ROAD, LLC ⁽²²⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	23		23	I	By SunTx Capital Partners II G.P., L.P. ⁽¹¹⁾⁽¹²⁾⁽²³⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	125		125	I	By SunTx Capital Savings Plan, FBO Mark Matteson ⁽²⁴⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	102		102	I	By SunTx Capital Savings Plan, FBO Craig Jennings ⁽²⁵⁾
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	400,715		400,715	I	By AMDG Associates, L.P. ⁽²⁶⁾

1. Name and Address of Reporting Person *

Fleming Ned N III

(Last) (First) (Middle)

5420 LBJ FREEWAY, SUITE 1000

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Jennings Craig

(Last) (First) (Middle)

5420 LBJ FREEWAY, SUITE 1000

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Matteson Mark R

(Last) (First) (Middle)

5420 LBJ FREEWAY, SUITE 1000

(Street)

DALLAS TX 75240

(City)

(State)

(Zip)

Explanation of Responses:

1. Securities held directly by Ned N. Fleming, III.
2. Securities held directly by Craig Jennings.
3. Securities held directly by Mark R. Matteson.
4. Each share of Class B common stock, par value \$0.001 per share ("Class B common stock"), of Construction Partners, Inc. (the "Issuer") is convertible into one share of Class A common stock, par value \$0.001 per share, of the Issuer ("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 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.
5. The reported transaction represents a grant of restricted shares of Class B common stock with time-based vesting criteria under the Construction Partners, Inc. 2024 Restricted Stock Plan (the "Plan"). The shares of Class B common stock subject to the reported award vest in installments of 16,000 shares on January 1, 2027 and 8,000 shares on January 1, 2028. Under the terms of the award agreement, Mr. Fleming has sole voting power with respect to the shares.
6. Includes 24,000 restricted shares of Class B common stock with time-based vesting criteria granted to Mr. Fleming under the Plan that vest as follows: (i) 16,000 shares on January 1, 2027 and (ii) 8,000 shares on January 1, 2028. Under the terms of the award agreement, Mr. Fleming has sole voting power with respect to the shares.
7. The reported transaction represents a grant of restricted shares of Class B common stock with time-based vesting criteria under the Plan. The shares of Class B common stock subject to the reported award vest in installments of 5,333 shares on January 1, 2027 and 2,667 shares on January 1, 2028. Under the terms of the award agreement, Mr. Jennings has sole voting power with respect to the shares.
8. Includes 8,000 restricted shares of Class B common stock with time-based vesting criteria granted to Mr. Jennings under the Plan that vest as follows: (i) 5,333 shares on January 1, 2027 and (ii) 2,667 shares on January 1, 2028.
9. The reported transaction represents a grant of restricted shares of Class B common stock with time-based vesting criteria under the Plan. The shares of Class B common stock subject to the reported award vest in installments of 5,333 shares on January 1, 2027 and 2,667 shares on January 1, 2028. Under the terms of the award agreement, Mr. Matteson has sole voting power with respect to the shares.
10. Includes 8,000 restricted shares of Class B common stock with time-based vesting criteria granted to Mr. Matteson under the Plan that vest as follows: (i) 5,333 shares on January 1, 2027 and (ii) 2,667 shares on January 1, 2028.
11. 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") (SunTx Partners Dutch LP and SunTx Partners II are together referred to herein as the "SunTx Funds") is SunTx Capital Partners II G.P., L.P. ("SunTx Partners II GP"). The general partner of SunTx Partners II GP is SunTx Capital II Management Corp. ("SunTx Capital II Management") (SunTx Capital II Management and SunTx Partners II GP are referred to herein as the "SunTx Group"). Mr. Fleming, a director of the Issuer, is the majority shareholder and sole director of SunTx Capital II Management. Mr. Jennings and Mr. Matteson, each a director of the Issuer, are shareholders of SunTx Capital II Management.
12. (Continued from Footnote 11) Mr. Fleming, Mr. Jennings, and Mr. Matteson each may be deemed to beneficially own securities of the Issuer held by certain entities in the SunTx Group, and the SunTx Group may be deemed to beneficially own securities of the Issuer held by the SunTx Funds. Each reporting person 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 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.
13. These securities of the Issuer are directly held by SunTx Partners II.
14. These securities of the Issuer are directly held by SunTx Partners Dutch LP.
15. These securities of the Issuer are directly held by The Fleming Family Management Trust, a trust of which Mr. Fleming's spouse is the sole trustee and sole beneficiary. Mr. Fleming may be deemed to beneficially own securities of the Issuer held by such trust. Mr. Fleming 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 Exchange Act or for any other purpose.
16. These securities of the Issuer are directly held by Malachi Holdings Limited Partnership, a limited partnership controlled by Mr. Fleming. 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 except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Fleming is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.
17. These securities of the Issuer are directly held by CJCT Associates Limited Partnership, a limited partnership controlled by Mr. Jennings. Mr. Jennings may be deemed to beneficially own securities of the Issuer held by such limited partnership. Mr. Jennings 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 Mr. Jennings is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.
18. These securities of the Issuer are directly held by AMDG Associates II, L.P., a limited partnership controlled by Mr. Matteson. Mr. Matteson may be deemed to beneficially own securities of the Issuer held by such limited partnership. Mr. Matteson 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 Mr. Matteson is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.
19. These securities of the Issuer are directly held by SunTx Capital Savings Plan, FBO Ned N. Fleming, III, a 401(k) account for the benefit of Mr. Fleming.
20. These securities of the Issuer are directly held by Boyle Fleming & Co. Inc., a corporation controlled by Mr. Fleming. Mr. Fleming may be deemed to beneficially own securities of the Issuer held by such corporation. Mr. Fleming 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 Mr. Fleming is the beneficial owner 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 SunTx Capital II Management.
22. These securities of the Issuer are directly held by NNFI ROAD, LLC, a limited liability company controlled by Mr. Fleming.
23. These securities of the Issuer are directly held by SunTx Partners II GP.
24. These securities of the Issuer are directly held by SunTx Capital Savings Plan, FBO Mark Matteson, a 401(k) account for the benefit of Mr. Matteson.
25. These securities of the Issuer are directly held by SunTx Capital Savings Plan, FBO Craig Jennings, a 401(k) account for the benefit of Mr. Jennings.
26. These securities of the Issuer are directly held by AMDG Associates Limited Partnership, a limited partnership controlled by Mr. Matteson. Mr. Matteson may be deemed to beneficially own securities of the Issuer held by such limited partnership. Mr. Matteson 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 Mr. Matteson is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.

Remarks:

Each of Ned N. Fleming, III, Craig Jennings and Mark R. Matteson serves on the Board of Directors of the Issuer.

NED N. FLEMING, III, /s/ Ned N. Fleming, III 03/06/2025

CRAIG JENNINGS, /s/ Craig Jennings 03/06/2025

MARK R. MATTESON, /s/ Mark R. Matteson 03/06/2025

** Signature of Reporting Person Date

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

* 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).

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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