| 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

| 1. Name and Address of Fleming Ned N III | 2. Issuer Name and Construction Par | | | · · | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director _X_ 10% Owner | | | | | | | |
|--|--|--|---|--------------|-------|---|---------------|--|---|-------------------------|--|--|--|
| 5420 LBJ FREEW | AY, SUITE 1000 | | 3. Date of Earliest T 05/24/2019 | ransaction (| Mont | h/Day/Yea | r) | Officer (give title below) | Other (specify b | elow) | | | |
| DALLAS, TX 752 | 4. If Amendment, Da | ate Original | Filed | (Month/Day/ | Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| (City) | (State) | (Zip) | | Table I - N | lon-E | Derivative | Securi | uired, Disposed of, or Beneficially Ov | ired, Disposed of, or Beneficially Owned | | | | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any3. Transaction Code (Instr. 8)4. Securiti (A) or Dis (Instr. 3, 4)(Month/Day/Year) | | | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect | Beneficial Ownership | | | |
| | | | | Code | v | Amount | (A) or (D) | Price | | (I) (Instr. 4) | . , | | |
| Class A Common | Stock | 05/24/2019 | | А | | 55,287 (1) | А | \$ 13.28 | 114,575 | D | | | |
| Class A Common | Stock | | | | | | | | 4,000 | Ι | 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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---|---|--|---|------|---|-------------|--|---------------------|---|----------------------------|--------------------------------------|--|--|---------------------------------------|---|
| 1. Title of Derivative Security (Instr. 3) | Conversion | | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code |) | of Deriv | (Month/Day/Year) ivative urities uired or oosed D) tr. 3, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following | Ownership Form of Derivative Security: Direct (D) or Indirect | Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock | <u>(3)</u> | | | | | | | (3) | (3) | Class A Common Stock | 8,265,763.00 | | 8,265,763 | | By SunTx CPI Expansion Fund, L.P. (2) |

| Class B Common Stock | <u>(3)</u> | | | | (3) | (3) | Class A Common Stock | 4,889,339.00 | 4,889,339 | Ι | By SunTx Fulcrum Fund Prime, L.P. ⁽²⁾ |
|----------------------------|------------|--|--|--|------------|-----|----------------------------|--------------|-----------|---|--|
| Class B Common Stock | <u>(3)</u> | | | | <u>(3)</u> | (3) | Class A Common Stock | 2,661,970.00 | 2,661,970 | Ι | By SunTx Fulcrum Dutch Investors Prime, L.P. ⁽²⁾ |

Reporting Owners

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

Signatures

| /s/ R. Alan Palmer, attorney-in-fact | 05/29/2019 | |
|--------------------------------------|------------|--|
| 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).
- (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

(2) 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.

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.