

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Fleming Ned N. IV</u>			<u>Construction Partners, Inc. [ROAD]</u>		Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below) X Other (specify below)	
5420 LBJ FREEWAY, SUITE 1000			12/13/2023		Member of 10% owner group	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DALLAS TX 75240					X Form filed by One Reporting Person	
(City)	(State)	(Zip)			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	12/13/2023		A		2,264 ⁽¹⁾	A	\$0	34,022	D	
Class A Common Stock	12/13/2023		A		503 ⁽²⁾	A	\$0	34,525	D	
Class A Common Stock	12/13/2023		A		1,218 ⁽³⁾	A	\$0	35,743 ⁽⁴⁾	D	
Class A Common Stock	12/14/2023		F		667 ⁽⁵⁾	D	\$43.35	35,076 ⁽⁴⁾	D	

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				
Restricted Stock Units	(6)	12/13/2023		A		1,218		(7)	(7)	Class A Common Stock	1,218	\$0	1,218	D	
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	76,190		76,190	D	
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	241,008		241,008	I	By the Ned N. Fleming, IV 2013 Trust ⁽⁹⁾

Explanation of Responses:

- On December 29, 2021, the reporting person was granted 2,625 performance-based restricted stock units ("PSUs") pursuant to the Construction Partners, Inc. 2018 Equity Incentive Plan (the "Plan"). The PSUs vested in a single lump-sum based on the satisfaction by Construction Partners, Inc. (the "Issuer") of certain performance criteria for the three-year period comprising the 2021, 2022 and 2023 fiscal years. The performance criteria for were partially met, resulting in the vesting of 2,264 PSUs.
- The reported transaction represents a grant of immediately vested shares of Class A common stock, \$0.001 par value ("Class A common stock"), of the Issuer under the Plan.
- The reported transaction represents a grant of restricted shares of Class A common stock of the Issuer with time-based vesting criteria under the Plan. The shares of Class A common stock subject to the reported award vest in one-fourth installments on September 30, 2024, 2025, 2026 and 2027. Under the terms of the award agreement, the reporting person has sole voting power with respect to the reported shares.
- Includes 29,979 restricted shares of Class A common stock with time-based vesting criteria granted under the Plan that vest as follows: (i) 14,631 shares on September 30, 2024, (ii) 14,067 shares on September 30, 2025, (iii) 978 shares on September 30, 2026, and (iv) 305 shares on September 30, 2027. Under the terms of the respective award agreements, the reporting person has sole voting power with respect to the reported shares.
- Represents shares of Class A common stock surrendered to the Issuer to satisfy tax withholding obligations upon the vesting of the PSUs.
- Each restricted stock unit represents a contingent right to receive cash in an amount equal to the value of one share of Class A common stock on the applicable vesting date.
- The restricted stock units vest in one-fourth installments beginning on the first September 30 following the grant date and on September 30 of each of the next three succeeding years.
- Each share of Class B common stock, par value \$0.001 per share ("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 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.
- The reported shares are owned directly by the Ned N. Fleming, IV 2013 Trust (the "Trust") and indirectly by Ned N. Fleming, IV as trustee of the Trust. Each of the Trust and Ned N. Fleming, IV are members of a 10% owner group of the Issuer.

Remarks:

/s/ Ned N. Fleming, IV

12/15/2023

** 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.

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 Number.