

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Vertex Energy Inc.

Form: 4

Date Filed: 2019-02-14

Corporate Issuer CIK: 890447

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 Cowart Benjamin P			2. Issuer Name and Ticker or Trading Symbol Vertex Energy Inc. [VTNR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and President		
(Last) (First) (Middle) 1331 GEMINI STREET, SUITE 250			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018					
(Street) HOUSTON, TX 77058			4. If Amendment, Date Original Filed (Month/Day/Year)			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			
Common Stock	01/24/2019		G		100,000	D	\$ 0	1,924,117	D	
Common Stock								187,274	I	Through The Benjamin Paul Cowart 2015 Grantor Retained Annuity Trust
Common Stock								244,299	I	Through The Shelley T. Cowart 2016 Grantor Retained Annuity Trust
Common Stock								4,796,761	I	Through B&S Cowart II Family LP
Common Stock								7,500	I	Through Vertex Holdings, Inc.
Common Stock								100,765	I	Through VTX Inc.

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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B1 Preferred Stock	\$ 1.56	12/31/2018		J	(1)	575	12/31/2018	(2)	(3)	Common Stock	575	(1)	I	Through B&S Cowart II Family LP

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cowart Benjamin P 1331 GEMINI STREET SUITE 250 HOUSTON, TX 77058	X	X	CEO and President	

Signatures

/s/ Benjamin P. Cowart	02/14/2019
<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).

(1) Mr. Cowart was issued 575 shares of Series B1 Preferred Stock in-kind effective on December 31, 2018, in lieu of \$897 of dividends which accrued on the Series B1 Preferred Stock shares held by Mr. Cowart. The terms of the Series B1 Preferred Stock are described in greater detail in the Current Report filed by the Issuer on May 13, 2016. Exempt from Section 16(b) pursuant to Rule 16b-3(d).

The Series B1 Preferred Stock (including accrued and unpaid dividends) is convertible into shares of the Issuer's common stock at the holder's option at any time at the Unit Price (initially a one-for-one basis). If the Issuer's common stock trades at or above \$3.90 per share (250% of the Unit Price) for a period of 20 consecutive trading days at any time following the earlier of (a) the effective date of a resale registration statement the Issuer is required to file to register the underlying shares of common stock, or (b) November 13, 2016, the Issuer may at such time force conversion of the Series B1 Preferred Stock (including accrued and unpaid dividends) into common stock of the Issuer.

(2) The Series B1 Preferred Stock has no expiration date; however, the Issuer has the option to redeem the Series B1 Preferred Stock at 110% of the Unit Price (\$1.56) plus any accrued and unpaid dividends on such Series B1 Preferred Stock redeemed, at any time beginning on June 20, 2017 and the Issuer is required to redeem the Series B1 Preferred Stock at the Unit Price plus any accrued and unpaid dividends on June 24, 2020.

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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