**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**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

1. **Title of Security** (Instr. 3)
   - Common Stock

2. **Transaction Date** (Month/Day/Year)
   - 04/28/2016

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>V</td>
<td>20,000</td>
<td>$6.41</td>
</tr>
</tbody>
</table>

3. **Security Code** (Instr. 8)
   - GWRS

4. **Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)**
   - A

5. **Amount of Securities Beneficially Owned Following Reported Transaction(s)**
   - 2,040,115

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $6.40 to $6.50, inclusive. The reporting person undertakes to provide to Global Water Resources, Inc. (the "Company"), any of its security holders or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.

2. On April 28, 2016, the Company effected a 100.68-for-1 forward stock split of its common stock. The number of shares reported has been adjusted to reflect the stock split.

**Remarks:**

/s/ Joanne Ellsworth
attorney-in-fact

05/02/2016

**Signature of Reporting Person** **Date**