

Jones Energy, Inc.
Form 4
December 09, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Jonny

(Last) (First) (Middle)

807 LAS CIMAS PARKWAY,
SUITE 350

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Jones Energy, Inc. [JONE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Board of Dir & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A common stock | | | | | 1,333,433 | I | See footnote ⁽¹⁾ |
| Class A common stock | 12/05/2014 | | P | 8,400 A | \$ 10.45 ⁽²⁾ 170,197 | I | See footnote ⁽⁴⁾ |
| Class A common stock | 12/08/2014 | | P | 6,503 A | \$ 10.3 ⁽³⁾ 176,700 | I | See footnote ⁽⁴⁾ |

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

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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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Jonny 807 LAS CIMAS PARKWAY, SUITE 350 AUSTIN, TX 78746 | X | X | Chairman of Board of Dir & CEO | |

Signatures

/s/ Jonny Jones 12/09/2014
 **Signature of Date
 Reporting Person

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) The reporting person is deemed to beneficially own 1,333,433 shares of Class A common stock ("Class A Shares") of Jones Energy, Inc. (the "Issuer") as a result of his equity interest in JRJ Investment Fund, Ltd. The reporting person disclaims beneficial ownership of such Class A Shares except to the extent of his pecuniary interest therein
 - (2) The price reported in Column 4 is a weighted average price. These Class A Shares were purchased in multiple transactions at prices ranging from \$10.44 to \$10.45 per share. The reporting person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.
 - (3) The price reported in Column 4 is a weighted average price. These Class A Shares were purchased in multiple transactions at prices ranging from \$10.23 to \$10.35 per share. The reporting person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

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- (4) The reporting person indirectly beneficially owns such Class A Shares through the JRJ Jr. Trust V. The reporting person disclaims beneficial ownership of such Class A Shares except to the extent of his pecuniary interest therein.

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.