

Jones Energy, Inc.  
Form 4  
April 04, 2017

**FORM 4**

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

OMB APPROVAL

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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, 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)  
04/01/2017

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)

See Remarks

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)			
			Code	V	Amount or (D) Price					
Class A common stock	04/01/2017		F		37,608 (1)	D	\$ 2.55	452,764 (2)	D	
Class A common stock								1,450,005 (2)	I	See footnote (3)
Class A common stock								192,147 (2)	I	See footnote (4)
Class B common	04/01/2017		J(5)		8,171	D	\$ 0 (5)	11,619,711 (5)	I	See footnote (6)

stock

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Units of Jones Energy Holdings, LLC	(5)	04/01/2017		J(5)	8,171	(5)	(5)	Class A common stock	8,171	\$ 0

## 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	See Remarks	

## Signatures

/s/ Jonny Jones                      04/04/2017

\*\*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 shares of Class A common stock of the Issuer (the "Class A Shares") withheld for payment of withholding taxes upon the vesting of certain restricted stock units awarded under the Issuer's Amended and Restated 2013 Omnibus Incentive Plan (the "LTIP").

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- (2) The number of Class A Shares includes Class A Shares issued as a result of the special stock dividend paid by the Issuer on March 31, 2017 to holders of record as of March 15, 2017, including adjustments to unvested restricted stock units under the LTIP.
- The Reporting Person is deemed to beneficially own 1,450,005 Class A Shares of 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.
- (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.
- The shares of Class B common stock of the Issuer (the "Class B Shares") and an equivalent number of membership interests in Jones Energy Holdings, LLC (the "JEH LLC Units") reported herein were exchanged by current and former employees of the Issuer (the "Exchanging Members") for Class A Shares. These exchanges were made pursuant to and in accordance with the Exchange Agreement dated July 29, 2013, included as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed July 30, 2013. These exchanges were made solely for the benefit of the Exchanging Members and no proceeds will go to Reporting Person in connection therewith.
- (6) The Class B Shares and JEH LLC Units reported herein are beneficially owned by the Reporting Person solely as a result of his status as the Trustee of the Managing Member of JET 3 GP, LLC, and as the Manager of Jones Energy Management, LLC, which are the general partners of the entities that held such Class B Shares and JEH LLC Units prior to the exchange reported herein. The Reporting Person disclaims beneficial ownership of the Class B Shares and JEH LLC Units reported herein except to the extent of his pecuniary interest therein.

### Remarks:

Chairman of the Board of Directors and Chief Executive Officer

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.