

Jones Energy, Inc.
Form 4
July 11, 2017

FORM 4

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

OMB APPROVAL

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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)
07/07/2017

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)
Chairman of the BOD & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B common stock	07/07/2017		J ⁽¹⁾		6,105,148	D	\$ 0 ⁽¹⁾ 5,514,563
Class A common stock	07/07/2017		J ⁽³⁾		4,859,578	A	⁽³⁾ 5,904,169 ⁽⁵⁾
Class A common stock							1,450,005

See footnote (2)

See footnote (4)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units of Jones Energy Holdings, LLC	<u>(1)</u>	07/07/2017		<u>J</u> ⁽¹⁾	6,105,148	<u>(1)</u>	<u>(1)</u>	Class A common stock	6,105,148

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 the BOD & CEO	

Signatures

/s/ Jonny Jones 07/11/2017

**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).

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 employees and indirect beneficial owners of the Issuer (the "Exchanging Members"), including Jon Rex Jones, Jr. Trust V, of which the Reporting Person is the Trustee, for shares of

- (1) Class A common stock of the Issuer (the "Class A Shares"). These exchanges were made pursuant to and in accordance with the Exchange Agreement dated July 29, 2013 (the "Exchange Agreement"), 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.
- (2) The Class B Shares and JEH LLC Units reported herein are beneficially owned by the Reporting Person solely as a result of (a) 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 exchanges reported herein and (b) his status as the Trustee of Jon Rex Jones, Jr. Trust V, which is one of the Exchanging Members. The Reporting Person disclaims beneficial

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ownership of the Class B Shares and JEH LLC Units reported herein except to the extent of his pecuniary interest therein.

- The Reporting Person is deemed to beneficially own 4,859,578 Class A Shares as a result of the irrevocable proxies (the "Proxies") to vote such Class A Shares granted on July 7, 2017 by Debora Lynn Jones Trust V, Julie Ann Jarvis Trust V, Jon Rex Jones Loyal Trust, Jon Rex Jones, Jr. Trust V and Stephen Martin Jones Trust V. Following the grant of the Proxies, the Reporting Person holds sole voting
- (3) power over such Class A Shares. No consideration was paid by the Reporting Person for the grant of the Proxies. Additionally, the Reporting Person is deemed to indirectly beneficially own the 2,291,138 Class A Shares owned by Jon Rex Jones, Jr. Trust V as a result of his status as Trustee of such trust, through which he holds sole dispositive power over such Class A Shares. The Reporting Person disclaims beneficial ownership of the Class A Shares reported herein except to the extent of his pecuniary interest therein.

- The Reporting Person is deemed to beneficially own 1,450,005 Class A Shares of Jones Energy, Inc. as a result of his equity interest in
- (4) JRJ Investment Fund, Ltd. The Reporting Person disclaims beneficial ownership of such Class A Shares except to the extent of his pecuniary interest therein.

- The number of Class A Shares includes adjustments to unvested restricted stock units under the Issuer's Amended and Restated 2013
- (5) Omnibus Incentive Plan as a result of the dividend paid on May 15, 2017 on shares of the Issuer's 8.0% Series A Perpetual Convertible Preferred Stock paid in part in Class A Shares.

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.