Brooks Robert J. Form 4 February 09, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Brooks Robert J.

(First) (Middle) (Last)

807 LAS CIMAS PARKWAY, SUITE 350

Symbol

Jones Energy, Inc. [JONE]

(Month/Day/Year)

02/07/2018

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

4. If Amendment, Date Original

below) Executive VP & CFO

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

6. Individual or Joint/Group Filing(Check

Director

X_ Officer (give title

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

AUSTIN, TX 78746

stock

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Class A common stock	02/07/2018		A	29,194 (1)	A	\$0	632,944 (3)	D	
Class A common	02/07/2018		F	8,659 (2)	D	\$ 1.25	624,285 (3)	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Num of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Brooks Robert J. 807 LAS CIMAS PARKWAY, SUITE 350 AUSTIN, TX 78746

Executive VP & CFO

Signatures

/s/ Robert J. 02/09/2018 **Brooks**

**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).

The Reporting Person was granted Performance Share Units ("PSUs") under the Amended and Restated Jones Energy, Inc. 2013

- Omnibus Incentive Plan (the "LTIP") on April 29, 2015 and the PSUs vested at 58.3% of target upon achievement of previously established performance criteria and certification of such achievement by the compensation committee of the board of directors of the Reporting Company on February 7, 2018, resulting in the issuance of 29,194 shares of Class A common stock to the Reporting Person.
- (2) Shares withheld for payment of withholding taxes upon the vesting of PSUs granted to the Reporting Person on February 7, 2018.
- The number of shares of Class A common stock includes adjustments to unvested restricted stock units under the LTIP as a result of the dividends on shares of the Issuer's 8.0% Series A Perpetual Convertible Preferred Stock paid in shares of Class A common stock.

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.

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