

McConnell Mike  
Form 4  
February 09, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
McConnell Mike

(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)  
02/07/2018

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)  
President

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 (A) or (D) Price		
Class A common stock	02/07/2018		A		38,040 (1) \$ 0	D	
Class A common stock	02/07/2018		F		13,182 (2) \$ 1.25	D	
Class A common stock					633,001	I	See footnote (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McConnell Mike 807 LAS CIMAS PARKWAY, SUITE 350 AUSTIN, TX 78746	X		President	

## Signatures

/s/ Mike S.  
McConnell 02/09/2018

\*\*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) 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 38,040 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.
  - (3) 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.
  - (4) The shares of Class A common stock reported on this line are beneficially owned by the Reporting Person solely as a result of his status as President of McConnell Interests, LLC, the general partner of McConnell Partnership, Ltd., which is the entity that directly beneficially

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owns such interests. The Reporting Person disclaims beneficial ownership of such shares reported on this line 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.

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