

Jones Jonny  
Form 4  
May 11, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
807 LAS CIMAS PARKWAY,  
SUITE 350

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/09/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

AUSTIN, TX 78746

(City) (State) (Zip)

**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)
				(A) or (D) Price			
Class B common stock	05/09/2018		J <sup>(1)</sup>	553,013 D	\$ 0 <sup>(1)</sup> 4,870,900	I	See footnote <sup>(2)</sup>
Class A common stock	05/09/2018		J <sup>(1)</sup>	442,410 A	\$ 0 <sup>(1)</sup> 442,410	I	See footnote <sup>(3)</sup>
Class A common stock					5,838,841	D	
Class A common					1,450,005	I	See footnote <sup>(4)</sup>

stock

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)	8. Amount or Number of Shares
Units of Jones Energy Holdings, LLC	(1)	05/08/2018		J(1)	553,013 (1)	(1) (1)	Class A common stock	553,013

## 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

## Signatures

/s/ Jonny Jones 05/09/2018

\*\*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 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 an indirect beneficial owner of the Issuer (the "Exchanging Member") for shares of Class A common stock of the Issuer (the "Class A Shares"). This exchange was 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. This exchange was made solely for the benefit of the Exchanging Member and no proceeds will go to Reporting Person in connection therewith.

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(2) 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 Manager of Jones Energy Management, LLC, which is the general partner of the entity 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.

(3) The Class A Shares reported herein are beneficially owned by the Reporting Person solely as a result of his status as the Manager of Jones Energy Management, LLC, which is the general partner of the entity that holds such Class A Shares. Such Class A Shares are held for the benefit of the Exchanging Member. The Reporting Person disclaims beneficial ownership of the Class A Shares reported herein except to the extent of his pecuniary interest therein.

(4) The Reporting Person is deemed to beneficially own 5,051,725 Class A Shares as a result of the irrevocable proxies (the "Proxies") to vote such Class A Shares granted on July 6, 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 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.

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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