Jones Energy, Inc. Form 4 June 27, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Metalmark Capital II LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Jones Energy, Inc. [JONE]

(Check all applicable)

(First)

(Street)

(Middle)

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

Director Officer (give title

10% Owner Other (specify below)

1177 AVENUE OF THE AMERICAS,, 40TH FLOOR

4. If Amendment, Date Original

04/10/2017

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

Filed(Month/Day/Year)

NEW YORK, NY 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following

(Instr. 4)

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Dis	quired (A) or sposed of (D) str. 3, 4, and				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
8% Series A Perpetual Convertible Preferred Stock	\$ 3.19 (1)	04/10/2017		S(2)			18,400	(3)	(3)	Class A common stock	288,809
8% Series A Perpetual Convertible Preferred Stock	\$ 3.19 (1)	06/23/2017		S(5)			100,000	(3)	(3)	Class A common stock	1,569,61

Reporting Owners

Reporting Owner Name / Address	Relationships						
and the state of t	Director	10% Owner	Officer	Other			
Metalmark Capital II LLC 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036		X					
Metalmark Capital Partners II GP, L.P. 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036		X					

Signatures

Metalmark Capital II LLC, /s/ Ken Clifford, CFO and Managing Director

**Signature of Reporting Person

Date

Metalmark Capital Partners II GP, L.P., By: Metalmark Capital II LLC /s/ Ken Clifford, CFO and Managing Director

**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) Based on the initial conversion price, which is subject to certain adjustments set forth in Jones Energy, Inc.'s (the "Issuer") Certificate of Designation of 8% Series A Perpetual Convertible Preferred Stock.
- (2) The Reporting Person inadvertently failed to report the sale of these shares, which were previously sold in multiple transactions under Rule 144 under the Securities Act of 1933, as amended, at a price of \$50.40 per share, at the time of the transactions.
- (3) The 8% Series A Perpetual Convertible Preferred Stock has no expiration date, but may be converted into the Issuer's Class A common stock, par value \$0.001 per share, upon the occurrence of certain events set forth in the Issuer's Certificate of Designations of 8% Series A

Reporting Owners 2

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Perpetual Convertible Preferred Stock.

- (4) The Reporting Person is the sole member of the general partner of Metalmark Capital Partners II GP, L.P. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- These shares were sold in connection with a registered offering pursuant to a shelf registration statement on Form S-3 filed by the Issuer (5) with the Securities and Exchange Commission (the "SEC") on May 3, 2017, as amended on May 26, 2017 and June 12, 2017, which the SEC declared effective on June 19, 2017.

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.