

Metalmark Capital II LLC
 Form 4
 October 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Metalmark Capital II LLC

(Last) (First) (Middle)

1177 AVENUE OF THE AMERICAS,, 40TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 10/02/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
 X 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 ⁽¹⁾	10/02/2017		J ⁽²⁾		1,401,143	D	\$ 0 5,604,573	I	See Footnotes ⁽³⁾
Class A Common Stock	10/02/2017		J ⁽²⁾		1,401,143	A	\$ 0 1,401,143	I	See Footnotes ⁽³⁾
Class B Common Stock ⁽¹⁾	10/02/2017		J ⁽²⁾		1,791,914	D	\$ 0 0	I	See Footnotes ⁽³⁾
Class A Common	10/02/2017		J ⁽²⁾		1,791,914	A	\$ 0 1,791,914	I	See Footnotes

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Stock									(3)
Class B Common Stock (1)	10/02/2017	J(2)	3,357,483	D	\$ 0	0		I	See Footnotes (3)
Class A Common Stock	10/02/2017	J(2)	3,357,483	A	\$ 0	3,357,493		I	See Footnotes (3)
Class B Common Stock (1)	10/02/2017	J(2)	2,570,033	D	\$ 0	0		I	See Footnotes (3)
Class A Common Stock	10/02/2017	J(2)	2,570,033	A	\$ 0	2,570,033		I	See Footnotes (3)
Class B Common Stock (1)	10/02/2017	J(2)	3,150,670	D	\$ 0	0		I	See Footnotes (3)
Class A Common Stock	10/02/2017	J(2)	3,150,670	A	\$ 0	3,150,670		I	See Footnotes (3)
Class B Common Stock (1)	10/02/2017	J(2)	328,400	D	\$ 0	0		I	See Footnotes (3)
Class A Common Stock	10/02/2017	J(2)	328,400	A	\$ 0	328,400		I	See Footnotes (3)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units of Jones Energy	(2)	10/02/2017		J(2)	1,401,143	(2)	(2)	Class A common stock	1,401,143

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).

Each share of Class B common stock of the Issuer ("Class B Common Stock") has no economic rights, but entitles its holder to one vote on all matters to be voted by stockholders generally. Pursuant to the terms of the Exchange Agreement, dated as of July 29, 2013 (the "Exchange Agreement"), by and among the Issuer, Jones Energy Holdings, LLC ("JEH LLC") and the members thereof, the membership

(1) units of JEH LL C (the "JEH LLC Units"), together with a corresponding number of shares of Class B Common Stock, are exchangeable at any time and from time to time for shares of Class A common stock of the Issuer ("Class A Common Stock"). The Exchange Agreement was filed as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 30, 2013.

(2) The shares of Class B Common Stock and an equivalent number of JEH LLC Units reported herein were exchanged by the Reporting Person for shares of Class A Common Stock on September 28, 2017 pursuant to and in accordance with the Exchange Agreement.

The Reporting Person is the sole member of the general partner of Metalmark Capital Partners II GP, L.P, which is the general partner of private equity funds who own the shares through the following entities: MCP (C) II Jones Intermediate LLC, MCP II Co-Investment

(3) Jones Intermediate LLC, MCP II Jones Intermediate LLC, MCP II (TE) AIF Jones Intermediate LLC, MCP II (Cayman) AIF Jones Intermediate LLC and MCP II Executive Fund Jones Intermediate LLC.. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its 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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