

Metalmark Capital II LLC  
 Form 4  
 October 23, 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

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)  
 1177 AVENUE OF THE AMERICAS,, 40TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/19/2017

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

NEW YORK, NY 10036

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

**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)
				(A) or (D)	Price		
Class A Common Stock	10/19/2017		S	28,970	D \$ 1.3029	966,272	I See Footnotes (1)
Class A Common Stock	10/19/2017		S	7,410	D \$ 1.3029	1,680,683	I See Footnotes (1)
Class A Common Stock	10/19/2017		S	13,884	D \$ 1.3029	3,149,073	I See Footnotes (1)
Class A Common	10/19/2017		S	10,627	D \$ 1.3029	2,410,502	I See Footnotes

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Stock								(1)	
Class A Common Stock	10/19/2017		S	13,028	D	\$ 1.3029	2,955,098	I	See Footnotes (1)
Class A Common Stock	10/19/2017		S	1,358	D	\$ 1.3029	308,015	I	See Footnotes (1)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	10/23/2017
__Signature of Reporting Person	Date
Metalmark Capital Partners II GP, L.P., By: Metalmark Capital II LLC /s/ Ken Clifford, CFO and Managing Director	10/23/2017
__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).

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

- (1) 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. 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.