

Jones Jonny
Form 4
April 19, 2018

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 *
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)
04/17/2018

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)

AUSTIN, TX 78746

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A common stock	04/17/2018		A		434,952 ⁽¹⁾	A	\$ 0 6,366,967 ⁽²⁾ D
Class A common stock	04/17/2018		D		356,967 ⁽³⁾	D	\$ 0 6,010,000 ⁽²⁾ D
Class A common stock	04/17/2018		F		105,911 ⁽⁴⁾	D	\$ 0.62 5,904,089 ⁽²⁾ D
Class A common							1,450,005 I See footnote

stock

(5)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 04/19/2018

__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).

- The Reporting Person was previously granted 434,952 Performance Share Units ("PSUs") under the Amended and Restated Jones Energy, Inc. 2013 Omnibus Incentive Plan, all of which vested immediately upon the Reporting Person's termination as an employee and officer of the Issuer.
- (1) Energy, Inc. 2013 Omnibus Incentive Plan, all of which vested immediately upon the Reporting Person's termination as an employee and officer of the Issuer.
- (2) The Reporting Person is deemed to beneficially own 5,051,725 shares of Class A Common Stock of the Issuer ("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

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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.

- (3) Upon the Reporting Person's termination as an employee and officer of the Issuer, the Reporting Person forfeited 356,967 Restricted Share Units that were previously reported but unvested.
- (4) Represents Class A Shares withheld for payment of withholding taxes upon the vesting of the PSUs described in item 1 above.
- (5) The Reporting Person indirectly beneficially owns such Class A Shares through the JRJ Jr. Trust V. The Reporting Person disclaims beneficial ownership of such Class A Shares 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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