

Jones Jonny
Form 4
June 22, 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

(Last) (First) (Middle)

807 LAS CIMAS PARKWAY,
SUITE 350

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/21/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				Code V Amount (A) or (D) Price			
Class A common stock	06/21/2018		S ⁽¹⁾	228,000 D 0.356 (3)	0	I	See footnote (2)
Class A common stock					5,838,841 (4)	D	
Class A common stock					1,450,005	I	See footnote (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 (Instr. 5)
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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 06/22/2018

**Signature of Date
Reporting Person

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Jones Energy Drilling Fund, LP ("JEDF"), the record owner of the shares. JEDF adopted the trading plan to sell shares of Class A common stock ("Class A Shares") on behalf of a terminated employee (the "Terminated Employee") pursuant to a pre-existing contractual arrangement.

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 JEDF. Such Class A Shares are held for the benefit of the Terminated Employee. The Reporting Person disclaims beneficial ownership of the Class A Shares reported herein except to the extent of his pecuniary interest therein.
 - (2) The price reported in Column 4 is a weighted average price. The Class A Shares sold were sold in multiple transactions at prices ranging from \$0.35 to \$0.3760. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Class A Shares sold at each separate price within the range set forth in this footnote.
 - (3)

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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

- (4) 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.
- (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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