

RAYNOR GEOFFREY
Form 4
May 23, 2018

FORM 4

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

OMB APPROVAL

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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 *
Q Global Capital Management, L.P.

(Last) (First) (Middle)

301 COMMERCE STREET, SUITE 3200,

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2018

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Equity Swap ⁽¹⁾	<u>(4)</u>	05/21/2018	J/K <u>(4)</u>		1 <u>(4)</u>		<u>(4)</u>	08/21/2019	Class A Common Stock	204,767	
Equity Swap ⁽¹⁾	<u>(4)</u>	05/21/2018	J/K <u>(4)</u>		1 <u>(4)</u>		<u>(4)</u>	08/21/2020	Class A Common Stock	240,767	
Equity Swap ⁽¹⁾	<u>(5)</u>	05/21/2018	J/K <u>(5)</u>		1 <u>(5)</u>		<u>(5)</u>	07/15/2019	Class A Common Stock	1,677,302	
Equity Swap ⁽¹⁾	<u>(5)</u>	05/21/2018	J/K <u>(5)</u>		1 <u>(5)</u>		<u>(5)</u>	07/15/2020	Class A Common Stock	1,677,302	
Equity Swap ⁽¹⁾	<u>(6)</u>	05/21/2018	J/K <u>(6)</u>		1 <u>(6)</u>		<u>(6)</u>	07/15/2019	Class A Common Stock	3,246,340	
Equity Swap ⁽¹⁾	<u>(6)</u>	05/21/2018	J/K <u>(6)</u>		1 <u>(6)</u>		<u>(6)</u>	07/15/2020	Class A Common Stock	3,246,340	
Equity Swap ⁽¹⁾	<u>(7)</u>	05/21/2018	J/K <u>(7)</u>		1 <u>(7)</u>		<u>(7)</u>	08/21/2019	8.0% Series A Perpetual Convertible Preferred Stock ⁽¹⁰⁾	100,000	
Equity Swap ⁽¹⁾	<u>(7)</u>	05/21/2018	J/K <u>(7)</u>		1 <u>(7)</u>		<u>(7)</u>	08/21/2020	8.0% Series A Perpetual Convertible Preferred Stock ⁽¹⁰⁾	100,000	
Equity Swap ⁽¹⁾	<u>(8)</u>	05/21/2018	J/K <u>(8)</u>		1 <u>(8)</u>		<u>(8)</u>	07/15/2019	8.0% Series A Perpetual Convertible Preferred Stock ⁽¹⁰⁾	191,078	
Equity Swap ⁽¹⁾	<u>(8)</u>	05/21/2018	J/K <u>(8)</u>		1 <u>(8)</u>		<u>(8)</u>	07/15/2020	8.0% Series A Perpetual Convertible	191,078	

								Preferred Stock ⁽¹⁰⁾	
Equity Swap ⁽¹⁾	<u>(9)</u>	05/21/2018	J/K ⁽⁹⁾	<u>1</u> <u>(9)</u>	<u>(9)</u>	07/15/2019	8.0% Series A Perpetual Convertible Preferred Stock ⁽¹⁰⁾	150,000	
Equity Swap ⁽¹⁾	<u>(9)</u>	05/21/2018	J/K ⁽⁹⁾	<u>1</u> <u>(9)</u>	<u>(9)</u>	07/15/2020	8.0% Series A Perpetual Convertible Preferred Stock ⁽¹⁰⁾	150,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Q Global Capital Management, L.P. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	X			
Q Global Advisors, LLC 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	X			
Renegade Swish, LLC 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102	X			
RAYNOR GEOFFREY 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102	X			

Signatures

/s/ Brandon Teague, Vice President, Q Global Capital Management, L.P.	05/23/2018
<u> </u> Signature of Reporting Person	Date
/s/ Brandon Teague, Vice President, Q Global Advisors, LLC	05/23/2018
<u> </u> Signature of Reporting Person	Date
/s/ Brandon Teague, Vice President, Renegade Swish, LLC	05/23/2018
<u> </u> Signature of Reporting Person	Date
/s/ Brandon Teague, Attorney-in-Fact for Geoffrey P. Raynor	05/23/2018
<u> </u> 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).

All shares reported herein as being owned by Q Global Capital Management, L.P. ("QGCM") are held by QGCM pursuant to an Investment Management Agreement with Q5-R5 Trading, Ltd. This filing shall not be deemed an admission that QGCM is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934 (the "Act"). Global Advisors, LLC ("QGA") is the sole general partner of QGCM, which is the holder of the shares reported herein. Renegade Swish, LLC ("RS") is the sole manager of QGCA. RS is controlled and indirectly wholly owned by Geoffrey P. Raynor ("Raynor"). Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Act, each of QGCM, QGA, RS and Raynor is deemed to be the beneficial owner of any such shares beneficially owned by QGCM only to the extent of the greater of his or its respective direct or indirect pecuniary interest therein.

Each of QGCM, QGA, RS and Raynor may be deemed to be a director by deputization for purposes of Section 16 under the Act by virtue of the fact that Scott McCarty, an employee of RS, currently serves on the board of directors of the issuer. Each of QGCM, QGA, RS and Raynor hereby disclaims beneficial ownership of all such shares and the equity swap transactions reported herein, except to the extent of any indirect pecuniary interest therein. Raynor holds an interest in the equity swap transactions reported herein. The equity swaps were entered into by Amalgamated Gadget, L.P. ("Amalgamated") for and on behalf of R2 Investments, LDC. Scepter Holdings, Inc. ("Scepter") is the sole general partner of Amalgamated, and Raynor is the sole shareholder of Scepter.

This Form 4 is being filed to report that, after market close on May 21, 2018, the expiration date of each equity swap reported herein was extended by 12 months. The extension of each swap was effected at the same time on May 21, 2018. No premium was paid in connection with the extension.

Amalgamated is party to a long equity swap transaction with a securities broker under which, upon expiration or earlier termination, (i) Amalgamated will be obligated to pay to the broker \$219,541, representing \$1.07 per share for the 204,767 shares of the Issuer's Class A Common Stock ("Common Stock") that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 204,767 shares. The transaction is currently exercisable (i.e., terminable) by Amalgamated. An amount equal to any dividends declared and paid on such shares during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such shares or any right to vote, acquire or dispose of any such shares.

Amalgamated is party to a long equity swap transaction with a securities broker under which, upon expiration or earlier termination, (i) Amalgamated will be obligated to pay to the broker \$1,844,280, representing \$1.10 per share for the 1,677,302 shares of Common Stock that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 1,677,302 shares. The transaction is currently exercisable (i.e., terminable) by Amalgamated. An amount equal to any dividends declared and paid on such shares during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such shares or any right to vote, acquire or dispose of any such shares.

Amalgamated is party to a long equity swap transaction with a securities broker under which, upon expiration or earlier termination, (i) Amalgamated will be obligated to pay to the broker \$5,022,509, representing \$1.55 per share for the 3,246,340 shares of Common Stock that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 3,246,340 shares. The transaction is currently exercisable (i.e., terminable) by Amalgamated. An amount equal to any dividends declared and paid on such shares during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such shares or any right to vote, acquire or dispose of any such shares.

Amalgamated is party to a long equity swap transaction with a securities broker under which, upon expiration or earlier termination, (i) Amalgamated will be obligated to pay to the broker \$4,379,480, representing \$43.79 per share for the 100,000 shares of the Issuer's 8.0% Series A Perpetual Convertible Preferred Stock ("Preferred Stock") that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 100,000 shares. See footnote 10 for more information regarding the Preferred Stock. The transaction is currently exercisable (i.e., terminable) by Amalgamated. An amount equal to any dividends declared and paid on such shares of Preferred Stock during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such shares or any right to vote, acquire or dispose of any such shares.

Amalgamated is party to a long equity swap transaction with a securities broker under which, upon expiration or earlier termination, (i) Amalgamated will be obligated to pay to the broker \$8,528,327, representing \$44.63 per share for the 191,078 shares of Preferred Stock that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 191,078 shares. See footnote 10 for more information regarding the Preferred Stock. The transaction is currently exercisable (i.e., terminable) by Amalgamated. An amount equal to any dividends declared and paid on such shares of Preferred Stock during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such shares or any right to vote, acquire or dispose of any such shares.

Amalgamated is party to a long equity swap transaction with a securities broker under which, upon expiration or earlier termination, (i) Amalgamated will be obligated to pay to the broker \$4,810,750, representing \$32.07 per share for the 150,000 shares of Preferred Stock

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that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 150,000 shares. See footnote 10 for more information regarding the Preferred Stock. The transaction is currently exercisable (i.e., terminable) by Amalgamated. An amount equal to any dividends declared and paid on such shares of Preferred Stock during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such shares or any right to vote, acquire or dispose of any such shares.

- (10) Each share of Preferred Stock is convertible into Common Stock at the rate of approximately one share of Preferred Stock for 17.0683416 shares of Common Stock and has no expiration date.

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.