

EP Energy Corp
Form SC 13G/A
February 13, 2018

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 1) *

EP Energy Corporation
(Name of Issuer)
Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)
268785102
(CUSIP Number)
December 31, 2017
(Date of the Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed :

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provision of the Act (however, see the Notes.)

CUSIP No. 268785102

1 NAME OF REPORTING PERSONS

GIC Private Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 12,509,968₍₁₎ shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH

12,509,968₍₁₎ shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,509,968₍₁₎ shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.91%⁽²⁾

12 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Based on the number of shares of Class A Common Stock of the Issuer held indirectly by the Reporting Person through EPE 892 Co-Investors II, L.P. See Item 4.
- (2) Based on 254,923,001 shares of Class A Common Stock outstanding as of October 19, 2017 according to the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2017.

CUSIP No. 268785102

1 NAME OF REPORTING PERSONS

GIC Special Investments Pte. Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 12,509,968₍₁₎ shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

12,509,968₍₁₎ shares
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,509,968₍₁₎ shares
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.91%⁽²⁾

12 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Based on the number of shares of Class A Common Stock of the Issuer held indirectly by the Reporting Person through EPE 892 Co-Investors II, L.P. See Item 4.
- (2) Based on 254,923,001 shares of Class A Common Stock outstanding as of October 19, 2017 according to the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2017.

CUSIP No. 268785102

1 NAME OF REPORTING PERSONS

Seabed Veil Investment Pte. Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 12,509,968₍₁₎ shares
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

12,509,968₍₁₎ shares
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,509,968₍₁₎ shares
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.91%⁽²⁾

12 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Based on the number of shares of Class A Common Stock of the Issuer held indirectly by the Reporting Person through EPE 892 Co-Investors II, L.P. See Item 4.
- (2) Based on 254,923,001 shares of Class A Common Stock outstanding as of October 19, 2017 according to the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2017.

EXPLANATORY NOTE

This Amendment No. 1 (this Amendment) amends the statement on Schedule 13G originally jointly filed by GIC Private Limited, GIC Special Investments Pte. Ltd. and Seabed Veil Investment Pte. Ltd. on May 10, 2016 (the Original Schedule 13G). Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to such terms in the Original Schedule 13G. Although the actual number of shares of Class A Common Stock of the Issuer beneficially owned by GIC Private Limited, GIC Special Investments Pte. Ltd. and Seabed Veil Investment Pte. Ltd. has not changed since the filing of the Original Schedule 13G, this Amendment is being filed to report that beneficial ownership has fallen below 5% of the outstanding Class A Common Stock of the Issuer as a result of the change in the outstanding number of shares of Class A Common Stock of the Issuer since the filing of the Original Schedule 13G. As a result, as of December 31, 2017, GIC Private Limited, GIC Special Investments Pte. Ltd. and Seabed Veil Investment Pte. Ltd. are no longer required to report their beneficial ownership of Class A Common Stock of the Issuer on Schedule 13G.

Item 1(a) Name of Issuer

EP Energy Corporation

Item 1(b) Address of Issuer's Principal Executive Offices

1001 Louisiana Street

Houston, Texas 77002

Item 2(a) Name of Persons Filing

GIC Private Limited

GIC Special Investments Pte. Ltd.

Seabed Veil Investment Pte. Ltd.

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with the Original Schedule 13G as Exhibit A. Pursuant to the Joint Filing Agreement, the Reporting Persons have agreed to file the Original Schedule 13G and this Amendment jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended. The execution and filing of the Joint Filing Agreement shall not be construed as an admission that the Reporting Persons are a group or have agreed to act as a group.

Item 2(b) Address of Principal Business Office or, if none, Residence

The address of GIC Private Limited., GIC Special Investments Pte. Ltd. and Seabed Veil Investment Pte. Ltd. is as follows:

168 Robinson Road

#37-01 Capital Tower

Singapore

068912

Republic of Singapore

Item 2(c) Citizenship

GIC Private Limited, GIC Special Investments Pte. Ltd. and Seabed Veil Investment Pte. Ltd. are established under the Companies Act of the Republic of Singapore.

Item 2(d) Title of Class of Securities

Class A Common Stock

Item 2(e) CUSIP Number

268785102

Item 3 If this statement is filed pursuant to §§240.13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4 Ownership

The number of shares of Class A Common Stock beneficially owned by GIC Private Limited, GIC Special Investments Pte. Ltd. and Seabed Veil Investment Pte. Ltd. is as follows:

Reporting Person	Amount Beneficially	
	Owned(1)	Percent of Class(2)
GIC Private Limited	12,509,968	4.91%
GIC Special Investments Pte. Ltd.	12,509,968	4.91%
Seabed Veil Investment Pte. Ltd.	12,509,968	4.91%

Reporting Person	Voting Power		Dispositive Power	
	Sole	Shared(1)	Sole	Shared(1)
GIC Private Limited	0	12,509,968	0	12,509,968
GIC Special Investments Pte. Ltd.	0	12,509,968	0	12,509,968
Seabed Veil Investment Pte. Ltd.	0	12,509,968	0	12,509,968

Seabed Veil Investment Pte. Ltd. holds certain limited partnership interests in EPE 892 Co-Investors II, L.P., which in turn, holds shares of the Issuer's Class A Common Stock. By virtue of the EPE 892 Co-Investors II, L.P. limited partnership agreement, under which Seabed Veil Investment Pte. Ltd. has the right to direct actions to be taken by EPE 892 Co-Investors II, L.P. with respect to shares of the Issuer's Class A Common Stock held by EPE 892 Co-Investors II, L.P. that would be allocated to Seabed Veil Investment Pte. Ltd. under the terms of the EPE 892 Co-Investors II, L.P. limited partnership agreement, Seabed Veil Investment Pte. Ltd. may be deemed to beneficially own 12,509,968 shares of the Issuer's Class A Common Stock. Seabed Veil Investment Pte. Ltd. shares the power to vote and the power to dispose of the shares with GIC Special Investments Pte. Ltd. and GIC Private Limited, both of which are private limited companies incorporated in Singapore. GIC Special Investments Pte. Ltd. is wholly owned by GIC Private Limited and is the private equity investment arm of GIC Private Limited. GIC Private Limited is a fund manager and manages the reserves of the Government of Singapore.

The Reporting Persons disclaim membership in a group.

- (1) Based on the number of shares of Class A Common Stock of the Issuer held indirectly by the Reporting Persons through EPE 892 Co-Investors II, L.P.
- (2) Based on 254,923,001 shares of Class A Common Stock outstanding as of October 19, 2017 according to the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2017.

Item 5 Ownership of Five Percent or Less of a Class

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certifications

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct as of February 13, 2018.

GIC PRIVATE LIMITED

By: /s/ Celine Loh Sze Ling
Name: Celine Loh Sze Ling
Title: Senior Vice President

By: /s/ Carol Tan Siew Shean
Name: Carol Tan Siew Shean
Title: Senior Vice President

GIC SPECIAL INVESTMENTS PTE. LTD.

By: /s/ Chan Hoe Yin
Name: Chan Hoe Yin
Title: Director

SEABED VEIL INVESTMENT PTE. LTD.

By: /s/ Goh Chin Kiong
Name: Goh Chin Kiong
Title: Director