

JVL Advisors, L.L.C.
Form 4
December 26, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
JVL Advisors, L.L.C.

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)
10000 MEMORIAL DRIVE, SUITE 550

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2018

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

(Street)

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

HOUSTON, TX 77024

(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 Ownership (Instr. 4)			
			Code	V	Amount or Price (A) or (D)					
Class A Common Stock	12/18/2018		S		20,214 (1) (2) (3)	D	\$ 0.69	91,541 (1) (2) (4)	I	See footnotes (1) (2) (4)
Class A Common Stock	12/18/2018		S		5,786 (1) (2) (5)	D	\$ 0.69	0 (1) (2) (6)	I	See footnotes (1) (2) (6)
Class A Common Stock	12/19/2018		S		6,173 (1) (2) (3)	D	\$ 0.63	85,368 (1) (2) (4)	I	See footnotes (1) (2) (4)
Class A Common	12/19/2018		S		10,339 (1) (2) (7)	D	\$ 0.63	325,626 (1) (2) (8)	I	See footnotes

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Stock								(1) (2) (8)
Class A Common Stock	12/19/2018	S	8,488 <u>(1) (2) (9)</u>	D	\$ 0.63	241,794 <u>(10)</u>	<u>(1) (2)</u> I	See footnotes (1) (2) (10)
Class A Common Stock	12/20/2018	S	2,469 <u>(1) (2) (3)</u>	D	\$ 0.6	82,899 <u>(4)</u>	<u>(1) (2)</u> I	See footnotes (1) (2) (4)
Class A Common Stock	12/20/2018	S	4,136 <u>(1) (2) (7)</u>	D	\$ 0.6	321,490 <u>(8)</u>	<u>(1) (2)</u> I	See footnotes (1) (2) (8)
Class A Common Stock	12/20/2018	S	3,395 <u>(1) (2) (9)</u>	D	\$ 0.6	238,399 <u>(10)</u>	<u>(1) (2)</u> I	See footnotes (1) (2) (10)
Class A Common Stock	12/21/2018	S	10,000 <u>(1) (2) (3)</u>	D	\$ 0.58	72,899 <u>(4)</u>	<u>(1) (2)</u> I	See footnotes (1) (2) (4)
Class A Common Stock	12/21/2018	S	5,000 <u>(1) (2) (7)</u>	D	\$ 0.58	316,490 <u>(8)</u>	<u>(1) (2)</u> I	See footnotes (1) (2) (8)
Class A Common Stock	12/21/2018	S	5,000 <u>(1) (2) (9)</u>	D	\$ 0.58	233,399 <u>(10)</u>	<u>(1) (2)</u> I	See footnotes (1) (2) (10)

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

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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 (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 Reporting 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
JVL Advisors, L.L.C. 10000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024		X		
LOVOI JOHN 10000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024		X		

Signatures

/s/ John V. Lovoi, Manager, JVL ADVISORS, LLC 12/26/2018

__Signature of Reporting Person Date

/s/ John V. Lovoi 12/26/2018

__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).
- John V. Lovoi ("Lovoi") is (i) the sole member and manager of JVL Advisors, LLC ("JVL Advisors"), which is the ultimate controlling entity of Navitas Fund LP, a Texas limited partnership ("Navitas"), TJS Energy Fund, LP, a Delaware limited partnership ("TJS"), and (ii) a managing member of Lobo Baya LLC, which is the ultimate controlling entity of Luxiver, LP, a Delaware limited partnership ("Luxiver", and collectively with Navitas, TJS and Hephaestus, the "Partnerships").
- (1) Hephaestus Energy Fund, LP, a Delaware limited partnership ("Hephaestus"), and (ii) a managing member of Lobo Baya LLC, which is the ultimate controlling entity of Luxiver, LP, a Delaware limited partnership ("Luxiver", and collectively with Navitas, TJS and Hephaestus, the "Partnerships").
 - (2) Because of their control over the Partnerships, JVL Advisors and Lovoi may be deemed to have voting and dispositive power over the securities owned by the Partnerships; thus, each may also be deemed to be the beneficial owner of these securities. JVL Advisors and Lovoi disclaim any beneficial ownership of the reported securities beneficially owned by the Partnerships in excess of their respective pecuniary interest in such securities.
 - (3) Represents Navitas's sale of shares of common stock.
 - (4) Represents shares of common stock held by Navitas.
 - (5) Represents TJS's sale of shares of common stock.
 - (6) Represents shares of common stock held by TJS.
 - (7) Represents Luxiver's sale of shares of common stock.
 - (8) Represents shares of common stock held by Luxiver.
 - (9) Represents Hephaestus's sale of shares of common stock.
 - (10) Represents shares of common stock held by Hephaestus.

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.