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

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

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Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per

obligations may continue. See Instruction

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JVL Advisors, L.L.C.			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Jones Energy, Inc. [JONE]	(Check all applicable)			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction				
			(Month/Day/Year)	DirectorX 10% Owner			
10000 MEMORIAL DRIVE, SUITE 550		E, SUITE	12/18/2018	Officer (give title Other (specification) Delow)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person			
HOUSTON,	TX 77024			_X_ 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. 4. Securities Ad Transaction(A) or Disposed Code (Instr. 3, 4 and (Instr. 8)			ed of (D) Securities 15) 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)	
Class A Common Stock	12/18/2018		Code V S	Amount 20,214 (1) (2) (3)	(D)	Price \$ 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	

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

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

#### **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

\*\*Signature of Reporting Person

Date

/s/ John V. Lovoi

\*\*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
- (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").
- 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.

Reporting Owners 3