

Jones Energy, Inc.
Form 4
August 23, 2016

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 *
Metalmark Capital II LLC

(Last) (First) (Middle)

1177 AVENUE OF THE AMERICAS,, 40TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2016

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.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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)	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
8% Series A Perpetual Convertible Preferred Stock	\$ 3.19 ⁽¹⁾	08/19/2016	A	200,000					<u>(2)</u>	<u>(2)</u>	Class A common stock	3,139,22 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metalmark Capital II LLC 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036	X	X		
Metalmark Capital Partners II GP, L.P. 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036	X	X		

Signatures

Metalmark Capital II LLC, /s/ Ken Clifford, CFO and Managing Director	08/23/2016
__Signature of Reporting Person	Date
Metalmark Capital Partners II GP, L.P., By: Metalmark Capital II LLC /s/ Ken Clifford, CFO and Managing Director	08/23/2016
__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).
- (1) Based on the initial conversion price, which is subject to certain adjustments set forth in the Issuer's Certificate of Designation of 8% Series A Perpetual Convertible Preferred Stock.
- (2) The 8% Series A Perpetual Convertible Preferred Stock has no expiration date, but may be converted into the Issuer's Class A common stock, par value \$0.001 per share, upon the occurrence of certain events set forth in the Issuer's Certificate of Designations of 8% Series A Perpetual Convertible Preferred Stock.
- (3) The Reporting Person is the general partner of Metalmark Capital Partners II GP, L.P. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (4) Howard Hoffen, Chief Executive Officer of the Reporting Person, and Gregory D. Myers, a Managing Director of the Reporting Person, each serve as directors of the Issuer, and the Reporting Person and the entities described in footnote (3) of this Form 4 may each be deemed a director of the Issuer on the basis of their respective relationships with Howard Hoffen and Gregory D. Myers.

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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