

Jones Energy, Inc.
Form 4
July 05, 2017

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

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)
06/30/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
8% Series A Perpetual Convertible Preferred Stock	\$ 2.93 ⁽¹⁾	06/30/2017	S ⁽⁴⁾	81,600	⁽²⁾	⁽²⁾	Class A common stock	1,392,777 ⁽¹⁾	

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		
Metalmark Capital Partners II GP, L.P. 1177 AVENUE OF THE AMERICAS, 40TH FLOOR NEW YORK, NY 10036		X		

Signatures

Metalmark Capital II LLC, /s/ Ken Clifford, CFO and Managing Director	07/05/2017
__Signature of Reporting Person	Date
Metalmark Capital Partners II GP, L.P., By: Metalmark Capital II LLC /s/ Ken Clifford, CFO and Managing Director	07/05/2017
__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 conversion price, which is subject to certain adjustments set forth in Jones Energy, Inc.'s (the "Issuer") Certificate of Designations of 8% Series A Perpetual Convertible Preferred Stock.

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.
- (2) The Reporting Person is the sole member of 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.

These shares were sold in connection with a registered offering pursuant to a shelf registration statement on Form S-3 filed by the Issuer with the Securities and Exchange Commission (the "SEC") on May 3, 2017, as amended on May 26, 2017 and June 12, 2017, which the SEC declared effective on June 19, 2017.

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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