

Jones Energy, Inc.
Form SC 13D/A
February 12, 2016

UNITED STATES

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Jones Energy, Inc.
(Name of Issuer)

Class A common stock, par value \$0.001 per share
(Title of Class of Securities)

48019R108
(CUSIP Number)

Metalmark Capital II LLC

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Edgar Filing: Jones Energy, Inc. - Form SC 13D/A

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 19, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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 provisions of the Act (however, see the Notes).

CUSIP No. 48019R108

NAMES OF REPORTING PERSONS

1

MCP II (Cayman) AIF Jones Intermediate LLC

(a)

o

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(b)

p

SEC USE ONLY

3

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,973,397*

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH:

2,973,397*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,973,397 shares of Class A common stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

6.1%**

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Beneficial ownership of the Class A common stock of the Issuer ("Class A Common Stock") referred to herein is being reported hereunder solely because the reporting person directly owns 2,973,397 shares of Class B common stock of the Issuer ("Class B Common Stock") and 2,973,397 membership interests ("JEH LLC Units") in Jones Energy Holdings, LLC ("JEH LLC"), which are exchangeable for shares of Class A Common Stock on a one-for-one basis, *pursuant to an exchange agreement described in Item 2 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 2, 3, 4 and 5 of this Schedule 13D.

Based on the number of shares of Class A Common Stock (30,519,153) issued and outstanding as of October 30, 2015, as reported in the Issuer's form 10-Q filed on November 6, 2015, and assuming all outstanding JEH LLC
** Units beneficially owned by the Reporting Persons (18,204,216) as of February 12, 2016 and no other JEH LLC
** Units, were exchanged (along with a corresponding number of shares of Class B Common Stock) for newly-issued shares of Class A Common Stock on a one-for-one basis, for a combined total of 48,723,369 shares of Class A Common Stock.

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NAMES OF REPORTING PERSONS

1

MCP II Jones Intermediate LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o

2

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO (See Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 52(e) o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

3,357,483*

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH:

3,357,483*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,357,483 shares of Class A common stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

6.9%**

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Beneficial ownership of the Class A Common Stock referred to herein is being reported hereunder solely because the reporting person directly owns 3,357,483 shares of Class B Common Stock and 3,357,483 JEH LLC Units, which are exchangeable for shares of Class A Common Stock on a one-for-one basis, pursuant to an exchange agreement *described in Item 2 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 2, 3, 4 and 5 of this Schedule 13D.

Based on the number of shares of Class A Common Stock (30,519,153) issued and outstanding as of October 30, 2015, as reported in the Issuer's form 10-Q filed on November 6, 2015, and assuming all outstanding JEH LLC **Units beneficially owned by the Reporting Persons (18,204,216) as of February 12, 2016 and no other JEH LLC Units, were exchanged (along with a corresponding number of shares of Class B Common Stock) for newly-issued shares of Class A Common Stock on a one-for-one basis, for a combined total of 48,723,369 shares of Class A Common

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NAMES OF REPORTING PERSONS

1

MCP II (TE) AIF Jones Intermediate LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF

SHARES

0

8 SHARED VOTING POWER

OWNED BY

2,570,033*

9 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

10 SHARED DISPOSITIVE POWER

WITH:

2,570,033*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,570,033 shares of Class A common stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.3%**

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Beneficial ownership of the Class A Common Stock referred to herein is being reported hereunder solely because the reporting person directly owns 2,570,033 shares of Class B Common Stock and 2,570,033 JEH LLC Units, which are exchangeable for shares of Class A Common Stock on a one-for-one basis, pursuant to an exchange agreement *described in Item 2 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 2, 3, 4 and 5 of this Schedule 13D.

Based on the number of shares of Class A Common Stock (30,519,153) issued and outstanding as of October 30, 2015, as reported in the Issuer's form 10-Q filed on November 6, 2015, and assuming all outstanding JEH LLC **Units beneficially owned by the Reporting Persons (18,204,216) as of February 12, 2016 and no other JEH LLC Units, were exchanged (along with a corresponding number of shares of Class B Common Stock) for newly-issued shares of Class A Common Stock on a one-for-one basis, for a combined total of 48,723,369 shares of Class A Common Stock.

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1 NAMES OF REPORTING PERSONS

MCP II Co-Investment Jones Intermediate LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

SEC USE ONLY

3

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

1,791,914*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

0

10 SHARED DISPOSITIVE POWER

PERSON

WITH:

1,791,914*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,791,914 shares of Class A common stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

3.7%**

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Beneficial ownership of the Class A Common Stock referred to herein is being reported hereunder solely because the reporting person directly owns 1,791,914 shares of Class B Common Stock and 1,791,914 JEH LLC Units, which are exchangeable for shares of Class A Common stock on a one-for-one basis, pursuant to an exchange agreement *described in Item 2 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 2, 3, 4 and 5 of this Schedule 13D.

Based on the number of shares of Class A Common Stock (30,519,153) issued and outstanding as of October 30, 2015, as reported in the Issuer's form 10-Q filed on November 6, 2015, and assuming all outstanding JEH LLC Units *beneficially owned by the Reporting Persons (18,204,216) as of February 12, 2016 and no other JEH LLC Units, were exchanged (along with a corresponding number of shares of Class B Common Stock) for newly-issued shares of Class A Common Stock on a one-for-one basis, for a combined total of 48,723,369 shares of Class A Common Stock.

CUSIP No. 48019R108

1 NAMES OF REPORTING PERSONS

MCP (C) II Jones Intermediate LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

SEC USE ONLY

3

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

7,182,989*

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH

0

10 SHARED DISPOSITIVE POWER

REPORTING

PERSON

WITH:

7,182,989*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,182,989 shares of Class A common stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

14.7%**

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Beneficial ownership of the Class A Common Stock referred to herein is being reported hereunder solely because the reporting person directly owns 7,182,989 shares of Class B Common Stock and 7,182,989 JEH LLC Units, which are exchangeable for shares of Class A Common Stock on a one-for-one basis, pursuant to an exchange agreement *described in Item 2 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 2, 3, 4 and 5 of this Schedule 13D.

Based on the number of shares of Class A Common Stock (30,519,153) issued and outstanding as of October 30, 2015, as reported in the Issuer's form 10-Q filed on November 6, 2015, and assuming all outstanding JEH LLC Units beneficially owned by the Reporting Persons (18,204,216) as of February 12, 2016 and no other JEH LLC Units, were exchanged (along with a corresponding number of shares of Class B Common Stock) for newly-issued shares of Class A Common Stock on a one-for-one basis, for a combined total of 48,723,369 shares of Class A Common Stock.

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1 NAMES OF REPORTING PERSONS

MCP II Executive Fund Jones Intermediate LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

SEC USE ONLY

3

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF 8 SHARED VOTING POWER

SHARES

328,400*

BENEFICIALLY 9 SOLE DISPOSITIVE POWER

OWNED BY 0

10 SHARED DISPOSITIVE POWER

EACH

REPORTING

PERSON 328,400*

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

328,400 shares of Class A common stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.7%**

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Beneficial ownership of the Class A Common Stock referred to herein is being reported hereunder solely because the reporting person directly owns 328,400 shares of Class B Common Stock and 328,400 JEH LLC Units, which are exchangeable for shares of Class A Common Stock on a one-for-one basis, pursuant to an exchange agreement *described in Item 2 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 2, 3, 4 and 5 of this Schedule 13D.

Based on the number of shares of Class A Common Stock (30,519,153) issued and outstanding as of October 30, 2015, as reported in the Issuer's form 10-Q filed on November 6, 2015, and assuming all outstanding JEH LLC *Units beneficially owned by the Reporting Persons (18,204,216) as of February 12, 2016 and no other JEH LLC *Units, were exchanged (along with a corresponding number of shares of Class B Common Stock) for newly-issued shares of Class A Common Stock on a one-for-one basis, for a combined total of 48,723,369 shares of Class A Common Stock.

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1 NAMES OF REPORTING PERSONS

MCP II (Cayman) AIF, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

SEC USE ONLY

3

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF

SHARES

0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

2,973,397*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

10 SHARED DISPOSITIVE POWER

WITH:

2,973,397*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,973,397 shares of Class A common stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

6.1%**

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

Beneficial ownership of the Class A Common Stock referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of its status as the sole member of MCP II (Cayman) AIF Jones Intermediate LLC. MCP II (Cayman) AIF Jones Intermediate LLC directly owns 2,973,397 shares of Class B Common Stock and 2,973,397 JEH LLC Units, which are exchangeable for shares of *Class A Common Stock on a one-for-one basis, pursuant to an exchange agreement described in Item 2 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 2, 3, 4 and 5 of this Schedule 13D.

Based on the number of shares of Class A Common Stock (30,519,153) issued and outstanding as of October 30, 2015, as reported in the Issuer's form 10-Q filed on November 6, 2015, and assuming all outstanding JEH LLC **Units beneficially owned by the Reporting Persons (18,204,216) as of February 12, 2016 and no other JEH LLC Units, were exchanged (along with a corresponding number of shares of Class B Common Stock) for newly-issued shares of Class A Common Stock on a one-for-one basis, for a combined total of 48,723,369 shares of Class A Common Stock.

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