

Jones Energy, Inc.
Form 3
July 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â CITIGROUP INC	(Month/Day/Year)	Jones Energy, Inc. [JONE]
(Last) (First) (Middle)	07/23/2013	
399 PARK AVENUE		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☒ Director ☒ 10% Owner ☐ Officer ☐ Other (give title below) (specify below) See General Remarks.
NEW YORK, Â NY Â 10022		5. If Amendment, Date Original Filed (Month/Day/Year)
(City) (State) (Zip)		
		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock ⁽¹⁾	23,204,216	I	By Subsidiary ⁽²⁾ ⁽³⁾ ⁽⁴⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10022	X	X	X	See General Remarks.

Signatures

Citigroup Inc., By: /s/ Ali L. Karshan, Assistant
Secretary

07/23/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted by stockholders generally.
- (2) The Reporting Person is the indirect parent of Metalmark Capital Holdings LLC ("Metalmark"), which is in turn the general partner of Metalmark Capital Partners II GP, L.P., which is in turn the general partner of private equity funds who own the shares through the following entities: MCP (C) II Jones Intermediate LLC, MCP II Co-Investment Jones Intermediate LLC, MCP II Jones Intermediate LLC, MCP II (TE) AIF Jones Intermediate LLC, MCP II (Cayman) AIF Jones Intermediate LLC and MCP II Executive Fund Jones Intermediate LLC. Metalmark Capital Holdings LLC is wholly owned by Citigroup Alternative Investments LLC ("CAI"). Citigroup Investments Inc. ("CII") is the sole stockholder of CAI. Citigroup Inc. is the sole stockholder of CII.
- (3) The Reporting Person may be deemed to share beneficial ownership of shares held by the entities referenced in footnote (2), which are controlled by Metalmark. The Reporting Person disclaims beneficial ownership of the shares of Class B common stock held by such private equity funds, except to the extent of its indirect pecuniary interest therein.
- (4) Citigroup may be deemed a director of the Issuer on the basis of its relationship with two of the directors of the Issuer and/or the relationship among the Reporting Persons described in footnote (2).

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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