

McConnell Mike
Form 4/A
May 07, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McConnell Mike

(Last) (First) (Middle)

807 LAS CIMAS PARKWAY,
SUITE 350

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Jones Energy, Inc. [JONE]

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

04/17/2018

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

04/19/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A common stock	04/17/2018		A		217,348 <u>(1)</u>	A	\$ 0	558,868	D
Class A common stock	04/17/2018		D		178,376 <u>(2)</u>	D	\$ 0	380,492	D
Class A common stock	04/17/2018		F		96,324 <u>(3)</u>	D	\$ 0.62	284,168	D
Class A common								633,001	I
									See footnote

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stock							(5)
Class B							See
common	04/17/2018	J(4)	30,313	D	\$ 0	553,013 (5)	footnote
stock			(4)		(4)		(5)

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Deri Secu (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units of Jones Energy Holdings, LLC	(4)	04/17/2018		J(4)	30,313 (4)	(4)	(4)	Class A common stock	30,313 (4)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McConnell Mike
807 LAS CIMAS PARKWAY, SUITE 350 X
AUSTIN, TX 78746

Signatures

/s/ Mike S.
McConnell 05/07/2018

**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) The Reporting Person was previously granted 217,348 Performance Share Units under the Amended and Restated Jones Energy, Inc. 2013 Omnibus Incentive Plan, all of which vested immediately upon the Reporting Person's termination as an employee and officer of the Issuer.
- (2) Upon the Reporting Person's termination as an employee and officer of the Issuer, the Reporting Person forfeited 178,376 Restricted Share Units that were previously reported but unvested.
- (3) Represents shares of Class A common stock of the Issuer ("Class A Shares") withheld for payment of withholding taxes upon the vesting of the PSUs described in item 1 above.
- (4) The shares of Class B common stock of the Issuer (the "Class B Shares") and an equivalent number of membership interests in Jones Energy Holdings, LLC (the "JEH LLC Units") reported herein were forfeited by the Reporting Person upon his termination as an employee of the Issuer.
- (5) The Class A Shares, Class B Shares and JEH LLC Units reported herein are or were beneficially owned by the Reporting Person solely as a result of his status as President of McConnell Interests, LLC, the general partner of McConnell Partnership, Ltd., which is the entity that directly beneficially owns such interests. The Reporting Person disclaims beneficial ownership of the Class A Shares, Class B Shares and JEH LLC Units reported herein except to the extent of his pecuniary interest therein.

Remarks:

The original Form 4 filed on April 19, 2018 is being amended pursuant to this Form 4/A to correct the number of shares actual

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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