

Metalmark Capital II LLC  
Form 4  
July 10, 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  
Number: 3235-0287  
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response... 0.5

(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)

07/03/2018

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock <sup>(1)</sup>	07/03/2018		J <sup>(2)</sup>		4,203,430	D	\$ 0 0	I	See Footnotes <sup>(3)</sup>
Class A Common Stock	07/03/2018		J <sup>(2)</sup>		4,203,430	A	\$ 0 4,937,154	I	See Footnotes <sup>(3)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units of Jones Energy Holdings, LLC <sup>(1)</sup>	<u>(2)</u>	07/03/2018		J <u>(2)</u>		4,203,430		<u>(2)</u>	<u>(2)</u>	Class A common stock	4,203,430

## 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 07/10/2018

\*\*Signature of Reporting Person \_\_\_\_\_ Date \_\_\_\_\_

Metalmark Capital Partners II GP, L.P., By: Metalmark Capital II LLC /s/ Ken Clifford, CFO  
and Managing Director

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) Each share of Class B common stock of the Issuer ("Class B Common Stock") has no economic rights, but entitles its holder to one vote on all matters to be voted by stockholders generally. Pursuant to the terms of the Exchange Agreement, dated as of July 29, 2013 (the "Exchange Agreement"), by and among the Issuer, Jones Energy Holdings, LLC ("JEH LLC") and the members thereof, the membership units of JEH LL C (the "JEH LLC Units"), together with a corresponding number of shares of Class B Common Stock, are exchangeable at any time and from time to time for shares of Class A common stock of the Issuer ("Class A Common Stock"). The Exchange Agreement was filed as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 30, 2013.

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- (2) The shares of Class B Common Stock and an equivalent number of JEH LLC Units reported herein were exchanged by the Reporting Person for shares of Class A Common Stock on July 3, 2018 pursuant to and in accordance with the Exchange Agreement.
- (3) The Reporting Person is the sole member of the general partner of Metalmark Capital Partners II GP, L.P, which is the general partner of private equity funds who own the shares through MCP (C) II Jones Intermediate LLC. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.