

# FORM 4

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

OMB APPROVAL  
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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Metalmark Capital II LLC</b>			<b>Jones Energy, Inc. [ JONE ]</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>1177 AVENUE OF THE AMERICAS,, 40TH FLOOR</b>			<b>7/3/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10036</b>						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 (1)	7/3/2018		J (2)		4203430	D	\$0.00	0	I	See Footnotes (3)
Class A Common Stock	7/3/2018		J (2)		4203430	A	\$0.00	4937154	I	See Footnotes (3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Units of Jones Energy Holdings, LLC (1)	(2)	7/3/2018		J (2)		4203430		(2)	(2)	Class A common stock	4203430	\$0.00 (2)	0	I	See Footnotes (3)

### Explanation of Responses:

- 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 LLC (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.
- 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.
- 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.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Metalmark Capital II LLC</b> <b>1177 AVENUE OF THE AMERICAS,</b> <b>40TH FLOOR</b> <b>NEW YORK, NY 10036</b>		X		

<b>Metalmark Capital Partners II GP, L.P.</b> <b>1177 AVENUE OF THE AMERICAS,</b> <b>40TH FLOOR</b> <b>NEW YORK, NY 10036</b>		<b>X</b>		
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**Signatures**

**Metalmark Capital II LLC, /s/ Ken Clifford, CFO and Managing Director**

**7/10/2018**

**—**Signature of Reporting Person

Date

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

**7/10/2018**

**—**Signature of Reporting Person

Date

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

\* 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).

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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