

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>McConnell Mike</b>  (Last) (First) (Middle)  <b>807 LAS CIMAS PARKWAY, SUITE 350</b>  (Street)  <b>AUSTIN, TX 78746</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Jones Energy, Inc. [ JONE ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>4/17/2018</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>4/19/2018</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) _____  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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 A common stock	4/17/2018		A		217348 <u>(1)</u>	A	\$0.00	558868	D	
Class A common stock	4/17/2018		D		178376 <u>(2)</u>	D	\$0.00	380492	D	
Class A common stock	4/17/2018		F		96324 <u>(3)</u>	D	\$0.62	284168	D	
Class A common stock								633001	I	See footnote <u>(5)</u>
Class B common stock	4/17/2018		J <u>(4)</u>		30313 <u>(4)</u>	D	\$0.00 <u>(4)</u>	553013 <u>(5)</u>	I	See footnote <u>(5)</u>

**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	<u>(4)</u>	4/17/2018		J <u>(4)</u>		30313 <u>(4)</u>		<u>(4)</u>	<u>(4)</u>	Class A common stock	30313 <u>(4)</u>	\$0.00 <u>(4)</u>	553013 <u>(5)</u>	I	See footnote <u>(5)</u>

**Explanation of Responses:**

- (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 actually withheld for payment of withholding taxes upon the vesting of the PSUs described herein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McConnell Mike</b> <b>807 LAS CIMAS PARKWAY, SUITE 350</b> <b>AUSTIN, TX 78746</b>	X			

**Signatures**

/s/ Mike S. McConnell

5/7/2018

\*\*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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