
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 1, 2019**

Jones Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36006
(Commission
File Number)

80-0907968
(I.R.S. Employer
Identification No.)

**807 Las Cimas Parkway, Suite 350
Austin, Texas**
(Address of principal executive offices)

Registrant's telephone number, including area code: **(512) 328-2953**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure

As previously disclosed, Jones Energy, Inc. (together with its subsidiaries, the “Company”) and its advisors have been engaged in discussions with certain beneficial holders of the Company’s unsecured funded debt and other securities (the “Holders”) regarding a potential transaction addressing the Company’s debt and equity (a “Potential Transaction”). To facilitate such discussions, the Company and certain of the Holders entered into a confidentiality agreement (the “Holders NDA”) on December 3, 2018.

Additionally, in connection with a Potential Transaction, the Company has been in discussions with Metalmark Capital (“Metalmark”) regarding the Tax Receivable Agreement by and between JEH LLC, Metalmark and certain of the Company’s current and former owners, dated as of July 29, 2013 (the “Tax Receivable Agreement”). To facilitate such discussions, the Company and Metalmark entered into a confidentiality agreement (the “Metalmark NDA”) on January 14, 2019.

Pursuant to the Holders NDA, the Company agreed to publicly disclose, after a specified period of time if certain conditions were met, that the Company and certain of the Holders were engaged in negotiations related to a Potential Transaction and information regarding such negotiations. Pursuant to the Metalmark NDA, the Company agreed to publicly disclose, after a specified period of time if certain conditions were met, that the Company and Metalmark were engaged in negotiations related to the Tax Receivable Agreement and information regarding such negotiations. The information included in this Current Report on Form 8-K is being furnished to satisfy the Company’s public disclosure obligations under both the Holders NDA and the Metalmark NDA.

Attached hereto as Exhibit 99.1 are the material terms of a Potential Transaction agreed to be disclosed pursuant to the Holders NDA and the Metalmark NDA. The Company has not agreed to consummate a transaction at this time, including the Potential Transaction. No definitive agreement has been reached with the Holders, Metalmark or any other stakeholder. The Company may continue discussions with Metalmark, the Holders, and/or beneficial holders of its first lien secured notes regarding a Potential Transaction.

The information set forth in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is not an offer to sell or exchange, or solicitation of an offer to buy, any securities, or a solicitation of consents with respect to any securities.

The information set forth in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such filings. The filing of this Item 7.01, including Exhibit 99.1, of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Discussion Materials.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JONES ENERGY, INC.

Date: February 1, 2019

By: /s/ Carl F. Giesler, Jr.
Carl F. Giesler, Jr.
Chief Executive Officer

Agreed Terms with Ad-Hoc Group of Senior Noteholders

December 17, 2018

12/17/18 Agreed Terms

Treatment of Claims	Revolver	<ul style="list-style-type: none"> ■ No modification
	Hedges	<ul style="list-style-type: none"> ■ No modification
	1L Notes	<ul style="list-style-type: none"> ■ No modification
	Unsecured Notes	<ul style="list-style-type: none"> ■ Exchange Noteholders receive: <ul style="list-style-type: none"> ▶ New 12.0% PIK 2L debt and common equity at the amount specified below: <ul style="list-style-type: none"> • \$245mm 2L debt, 70.0% common equity ■ Convertible at 25% premium to the 30 day volume weighted average trading price post transaction date to holder's option at any time ■ The New 2L Notes are mandatorily convertible upon a change of control
	TRA	<ul style="list-style-type: none"> ■ 3.5% of common equity¹ ■ Contingent Value Right equal to 5% of fully-diluted equity value triggered upon a sale of at least 90% of assets
	Preferred Equity	<ul style="list-style-type: none"> ■ Receive TBD% of common equity
	Common Equity	<ul style="list-style-type: none"> ■ Receive TBD% of common equity
	Warrant Package	<ul style="list-style-type: none"> ■ NA
Other	Minimum Participation	<ul style="list-style-type: none"> ■ 95% of Unsecured Noteholders
	Other Key Terms	<ul style="list-style-type: none"> ■ Comprehensive and mutual releases ■ Management compensation program, not subject to dilution from the new convertible 2L debt ■ D&O tail insurance

THIS TERM SHEET IS FOR DISCUSSION PURPOSES ONLY. THIS TERM SHEET DOES NOT PURPORT TO SUMMARIZE ALL OF THE TERMS, CONDITIONS, REPRESENTATIONS, WARRANTIES, AND OTHER PROVISIONS WITH RESPECT TO THE TRANSACTIONS DESCRIBED HEREIN, WHICH TRANSACTIONS WILL BE SUBJECT TO THE COMPLETION OF DEFINITIVE DOCUMENTS INCORPORATING THE TERMS SET FORTH HEREIN AND THE CLOSING OF ANY TRANSACTION SHALL BE SUBJECT TO THE TERMS AND CONDITIONS SET FORTH IN SUCH DEFINITIVE DOCUMENTS. NO BINDING OBLIGATIONS WILL BE CREATED BY THIS TERM SHEET UNLESS AND UNTIL BINDING DEFINITIVE DOCUMENTS ARE EXECUTED AND DELIVERED BY ALL APPLICABLE PARTIES. THE TRANSACTION DESCRIBED HEREIN IS SUBJECT TO BOARD APPROVAL.

1. Subset of total common equity granted to junior constituents