

FORM 4

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

OMB APPROVAL
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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

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 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) | | |
| Jones Jonny | | | Jones Energy, Inc. [JONE] | | | <input checked="" 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) | | | | | |
| 807 LAS CIMAS PARKWAY, SUITE 350 | | | 7/23/2018 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| AUSTIN, TX 78746 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 | 7/23/2018 | | J (1) | | 45862 | D | \$0.00 (1) | 4825038 | I | See footnote (2) |
| Class A common stock | 7/23/2018 | | J (1) | | 43379 | A | \$0.00 (1) | 5882220 (3) | D | |
| Class A common stock | | | | | | | | 1450005 | I | See footnote (4) |

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 | | | | |
| Units of Jones Energy Holdings, LLC | (1) | 7/23/2018 | | J (1) | | 45862 | (1) | (1) | Class A common stock | 45862 | \$0.00 (1) | 4825038 | I | See footnote (2) |

Explanation of Responses:

- 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 exchanged by current employees and indirect beneficial owners of the Issuer (the "Exchanging Members"), including Jon Rex Jones, Jr. Trust V, of which the Reporting Person is the Trustee, for shares of Class A common stock of the Issuer (the "Class A Shares"). This exchange was made pursuant to and in accordance with the Exchange Agreement dated July 29, 2013, included as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed July 30, 2013. This exchange was made solely for the benefit of the Exchanging Members and no proceeds will go to Reporting Person in connection therewith.
- The Class B Shares and JEH LLC Units reported herein are beneficially owned by the Reporting Person solely as a result of (a) his status as the Trustee of the Managing Member of JET 3 GP, LLC, which is the general partner of the entity that held such Class B Shares and JEH LLC Units prior to the exchange reported herein and (b) his status as the Trustee of Jon Rex Jones, Jr. Trust V, which is one of the Exchanging Members. The Reporting Person disclaims beneficial ownership of the Class B Shares and JEH LLC Units reported herein except to the extent of his pecuniary interest therein.
- The Reporting Person is deemed to beneficially own 5,095,104 Class A Shares as a result of the irrevocable proxies (the "Proxies") to vote such Class A Shares granted on July 6, 2017 by Debora Lynn Jones Trust V, Julie Ann Jarvis Trust V, Jon Rex Jones Loyal Trust, Jon Rex Jones, Jr. Trust V and Stephen Martin Jones Trust V. Following the grant of the Proxies, the Reporting Person holds sole voting power over such Class A Shares. No consideration was paid by the Reporting Person for the grant of the Proxies. Additionally, the Reporting Person is deemed to indirectly beneficially own the 2,334,517 Class A Shares owned by Jon Rex Jones, Jr. Trust V as a result of his status as Trustee of such trust, through which he holds sole dispositive power over such Class A Shares. The Reporting Person disclaims beneficial ownership of the Class A Shares reported herein except to the extent of his pecuniary interest therein.
- The Reporting Person is deemed to beneficially own 1,450,005 shares of Class A common stock ("Class A Shares") of Jones Energy, Inc. as a result of his equity interest in JRJ Investment Fund, Ltd. The reporting person disclaims beneficial ownership of such Class A Shares except to the extent of his pecuniary interest therein.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Jonny 807 LAS CIMAS PARKWAY, SUITE 350 AUSTIN, TX 78746 | X | X | | |

Signatures/s/ Jonny Jones7/24/2018

**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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