

Sanchez Energy Corp  
 Form 4  
 March 09, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SANCHEZ ANTONIO R JR

(Last) (First) (Middle)  
 1000 MAIN STREET, SUITE 3000  
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Sanchez Energy Corp [SN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/21/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Chairman of the BOD

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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   |
| Common Stock                    | 02/21/2017                           |  | A                              |   | 193,811   | A  | \$ 11.63  |
|                                 |                                      |  |                                |   |   |  | 1,952,066 (1)   |
| Common Stock                    | 02/21/2017                           |  | A                              |   | 125,407   | A  | \$ 11.63  |
|                                 |                                      |  |                                |   |   |  | 2,077,473   |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 193,811   | D  | \$ 11.63  |
|                                 |                                      |  |                                |   |   |  | 1,883,662   |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 125,407   | D  | \$ 11.63  |
|                                 |                                      |  |                                |   |   |  | 1,758,255   |
| Common Stock                    |                                      |  |                                |   |   |  | 200,000   |

By: Sanchez  
 2016 GRAT  
 No. 1 (2)

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|              |  |         |   |   |
|--------------|--|---------|---|---|
| Common Stock |  | 199,489 | I | By: Sanchez 2016 GRAT No. 2 <sup>(2)</sup>                        |
| Common Stock |  | 879,472 | I | By Sanchez Oil & Gas Corporation <sup>(3)</sup>                   |
| Common Stock |  | 175,036 | I | By 1988 Trust No. 13 <sup>(4)</sup>                               |
| Common Stock |  | 26,213  | I | By Alicia M. Sanchez Charitable Lead Annuity Trust <sup>(5)</sup> |
| Common Stock |  | 707,333 | I | By Sanexco, Ltd. <sup>(6)</sup>                                   |
| Common Stock |  | 371,836 | I | By 1988 Trust No. 11 <sup>(4)</sup>                               |
| Common Stock |  | 371,836 | I | By 1988 Trust No. 12 <sup>(4)</sup>                               |
| Common Stock |  | 371,836 | I | By 1988 Trust No. 14 <sup>(4)</sup>                               |
| Common Stock |  | 707,333 | I | By San Juan Oil & Gas No. 2, Ltd. <sup>(7)</sup>                  |
| Common Stock |  | 474,800 | I | By AEP Ltd. Partnership <sup>(8)</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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |            |                      |         |  |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|------------|----------------------|---------|--|
|                     |  |                      | Code            | V (A) (D)   | Date Exercisable | Expiration Date  | Title      | Amount Number Shares |         |  |
| Phantom Stock       | <u>(9)</u>                               | 02/21/2017           | M               |   | 193,811          | 02/21/2017       | 02/21/2017 | Common Stock         | 193,811 |  |
| Phantom Stock       | <u>(10)</u>                              | 02/21/2017           | M               |   | 125,407          | 02/21/2017       | 02/21/2017 | Common Stock         | 125,407 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| SANCHEZ ANTONIO R JR<br>1000 MAIN STREET, SUITE 3000<br>HOUSTON, TX 77002 | X             |           | Executive Chairman of the BOD |       |

## Signatures

/s/ Antonio R. Sanchez, Jr. 03/09/2017

\*\*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) The number of shares of Common Stock reported in Column 5 is the number of shares beneficially owned as of the date of this filing and takes into account transactions reported on Form 4 filings since the date of the transactions reported herein.  
  
For estate planning purposes, Reporting Person is the sole trustee of both Sanchez 2016 GRAT No. 1 and Sanchez 2016 GRAT No. 2 (collectively, the "2016 Trusts"). Reporting Person may be deemed to share voting and dispositive power over the shares held by the 2016 Trusts. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- (3) These shares are owned directly by Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by Reporting Person and other members of the Sanchez family. Reporting Person may be deemed to share voting and dispositive power over the shares held by SOG. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- (4) These shares are owned directly by the following trusts (the "Trusts"), respectively: (i) 1988 Trust No. 11: co-trustee/beneficiary Antonio R. Sanchez, III; (ii) 1988 Trust No. 12: co-trustee/beneficiary Ana Lee Sanchez Jacobs; (iii) 1988 Trust No. 13 co-trustee/beneficiary Eduardo Sanchez; and (iv) 1988 Trust No. 14 co-trustee/beneficiary Patricio Sanchez. Reporting Person is a co-trustee, along with the respective co-trustees and beneficiaries listed next to the name of the Trust above, of each of the Trusts set forth above. Reporting Person may be deemed to share voting and dispositive power over the shares held by the Trusts. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

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(5) These shares are owned directly by the Alicia M. Sanchez Charitable Lead Annuity Trust ("CLAT"). Reporting Person is the sole trustee of CLAT. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(6) These shares are owned directly by Sanexco, Ltd. ("Sanexco"). Sanexco is controlled by its general partner, Sanchez Management Corporation ("SMC"), which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by Sanexco. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(7) These shares are owned directly by San Juan Oil & Gas No. 2, Ltd. ("San Juan"). San Juan is controlled by its general partner, SMC, which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by San Juan. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(8) These shares are owned directly by AEP Ltd. Partnership ("AEP"). AEP is controlled by its general partner, Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by AEP. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(9) Each share of phantom stock was the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share ("Common Stock"), vesting in five years or earlier if the Common Stock closing price equaled or exceeded certain benchmarks. The Reporting Person settled his shares of phantom stock for cash.

(10) Each share of phantom stock was the economic equivalent of one share of Common Stock. The Reporting Person settled his shares of phantom stock for cash.

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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