

Sanchez Energy Corp  
 Form 4  
 January 07, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 III

(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)  
 01/05/2016

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)  
 CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 01/05/2016                           |  | F                              | (A)<br>or<br>(D)<br>Code V Amount Price<br>64,831 \$<br>(1) 4.25  | 792,169   | D  |   |
| Common Stock                    | 01/06/2016                           |  | F                              | (A)<br>or<br>(D)<br>Code V Amount Price<br>52,938 \$<br>(1) 3.91  | 739,231   | D  |   |
| Common Stock                    |                                      |  |                                |   | 879,472   | I  | By Sanchez Oil & Gas Corporation (2)                  |
| Common Stock                    |                                      |  |                                |   | 371,836   | I  | By 1988 Trust No. 11 (3)                              |

## Edgar Filing: Sanchez Energy Corp - Form 4

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 Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SANCHEZ ANTONIO R III<br>1000 MAIN STREET, SUITE 3000<br>HOUSTON, TX 77002 | X             |           | CEO     |       |

## Signatures

/s/ Antonio R. Sanchez, III 01/07/2016

\*\*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 purpose of the disposition reported on this Form 4 was to satisfy the Reporting Person's federal income tax obligations with respect to the vesting of equity awards. The Reporting Person sold these securities at the above specified price, which price represents the closing price on the New York Stock Exchange on the transaction date, to SN Midstream, LLC, which is a wholly-owned subsidiary of the Issuer.

(2) These shares are owned directly by Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by A. R. Sanchez, Jr. and Reporting Person. 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.

## Edgar Filing: Sanchez Energy Corp - Form 4

These shares are owned directly by 1988 Trust No. 11. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., a beneficiary of 1988 Trust No. 11. Reporting Person may be deemed to share voting and dispositive power over the shares held by 1988 Trust No. 11.

- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.