

Jones Energy, Inc.  
 Form 3/A  
 December 26, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Metalmark Capital II LLC (Last) (First) (Middle)  1177 AVENUE OF THE AMERICAS, 40TH FLOOR (Street)  NEW YORK, NY 10036 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/16/2013	3. Issuer Name and Ticker or Trading Symbol Jones Energy, Inc. [JONE]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 07/23/2013	6. Individual or Joint/Group Filing(Check Applicable Line) <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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock <sup>(1)</sup>	23,204,216	I	By Subsidiary <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metalmark Capital II LLC 1177 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10036	X	X		

## Signatures

Metalmark Capital II LLC, By: /s/  
Ken Clifford, Chief Financial Officer  
and Managing Director

12/26/2013

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted by stockholders generally.  
Pursuant to the spin-off on December 16, 2013 by Citigroup Inc. of Metalmark Capital Holdings LLC ("Metalmark"), the Reporting Person became the sole member of Metalmark, which is in turn the general partner of Metalmark Capital Partners II GP, L.P., which is in
  - (2) turn the general partner of private equity funds who own the shares through the following entities: MCP (C) II Jones Intermediate LLC, MCP II Co-Investment Jones Intermediate LLC, MCP II Jones Intermediate LLC, MCP II (TE) AIF Jones Intermediate LLC, MCP II (Cayman) AIF Jones Intermediate LLC and MCP II Executive Fund Jones Intermediate LLC.
  - (3) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.  
Howard Hoffen, Chief Executive Officer of Metalmark, and Gregory D. Myers, a Managing Director of Metalmark, each serve as
  - (4) directors of the Issuer, and the Reporting Person and the entities described in footnote (2) may each be deemed a director of the Issuer on the basis of their respective relationships with Howard Hoffen and Gregory D. Myers.

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.