

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 Eduardo Augusto

(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)  
 President

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  |
| Common Stock                    | 02/21/2017                           |  | A                              |   | 125,407   | A  | \$ 11.63  |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 193,811   | D  | \$ 11.63  |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 125,407   | D  | \$ 11.63  |
| Common Stock                    |                                      |  |                                |   |   |  | 175,036   |

By 1988 Trust No. 13 <sup>(2)</sup>

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

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(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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Phantom Stock                              | (3)  | 02/21/2017                           |  | M                              | 193,811   | 02/21/2017   | 02/21/2017  | Common Stock | 193,811              |
| Phantom Stock                              | (4)  | 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 Eduardo Augusto<br>1000 MAIN STREET, SUITE 3000<br>HOUSTON, TX 77002 |               |           | President |       |

## Signatures

/s/ Eduardo A. Sanchez                      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.
- These shares are owned directly by 1988 Trust No. 13. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., and a beneficiary of 1988 Trust No. 13. Reporting Person may be deemed to share voting and dispositive power over the shares held by 1988 Trust No. 13.
- (2) 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.
- (3)

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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.

- (4) 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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