

Sanchez Energy Corp
Form 4
June 20, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

1111 BAGBY STREET, SUITE
1800

(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)

06/18/2014

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 and 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	06/18/2014		S ⁽¹⁾		375,000	D \$ 35.25 ⁽¹⁾	879,472	I	By Sanchez Oil & Gas Corporation ⁽²⁾ ⁽³⁾
Common Stock	06/18/2014		S ⁽¹⁾		50,000	D \$ 35.25 ⁽¹⁾	0	I	By TAEP Security Trust ⁽⁴⁾
Common Stock							407,000	D	
Common Stock							371,836	I	By 1988 Trust No. 11

(5)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANCHEZ ANTONIO R III 1111 BAGBY STREET, SUITE 1800 HOUSTON, TX 77002	X		President and CEO	

Signatures

/s/ Alfredo Gutierrez,
Attorney-in-Fact

06/20/2014

__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 Common Stock was sold pursuant to an underwritten offering. The price to the public was \$35.25 and underwriting discounts and commissions were \$1.67.
- (2) On June 18, 2014, SEP Management I, LLC ("SEP Management") transferred 113,366 shares of Common Stock, for no consideration, to Sanchez Oil & Gas Corporation ("SOG"), resulting in a change in the form of beneficial ownership with no change in pecuniary interest, pursuant to Rule 16a-13 under the Securities Exchange Act of 1934. These 113,366 shares were owned directly by SEP Management before the transfer. SEP Management is a wholly-owned subsidiary of SOG. SOG is managed by A. R. Sanchez, Jr. and Reporting

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Person.

- (3) These shares are owned directly by 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.

- (4) These shares are owned directly by TAEP Security Trust ("TAEP"), a life insurance trust of which A. R. Sanchez, Jr. and his wife are the settlors, Reporting Person and US Trust Co. of Texas (Bank of America) are co-trustees, and each child and grandchild of the settlors are the beneficiaries. As a co-trustee and beneficiary of TAEP, Reporting Person may be deemed to share voting and dispositive power over the shares held by TAEP. 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.

- (5) 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. 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.

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