

Sanchez Energy Corp  
Form 4  
June 20, 2014

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1111 BAGBY STREET, SUITE 1800  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/18/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec. Chairman of the BoD

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)                           |                                                                   | 325,000                                                                                       | D                                                        | \$ 35.25<br>(1)                                       |
| Common Stock                    | 06/18/2014                           |                                                    | S(1)                           |                                                                   | 375,000                                                                                       | D                                                        | \$ 35.25<br>(1)                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | 175,036                                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | 26,213                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | By Sanchez Oil & Gas Corporation (2) (3)              |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | By 1988 Trust No. 13 (4)                              |

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|              |  |  |  |  |         |   |                                                                   |
|--------------|--|--|--|--|---------|---|-------------------------------------------------------------------|
| Common Stock |  |  |  |  |         |   | 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.**

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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 (Instr. 6) |       |                     |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|-------|---------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Date Exercisable                           | Expiration Date                                                  | Title | Amount or Number of |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                           |       |
|----------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                   | Other |
| SANCHEZ ANTONIO R JR<br>1111 BAGBY STREET, SUITE 1800<br>HOUSTON, TX 77002 | X             | X         | Exec. Chairman of the BoD |       |

## Signatures

/s/ A. R. Sanchez, Jr. 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.
- 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,
- (2) 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 Antonio R. Sanchez, III and Reporting Person.
- These shares are owned directly by SOG. SOG is managed by Reporting Person and Antonio R. Sanchez, III. Reporting Person may be
- (3) 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.
- 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
- (4) 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.
- These shares are owned directly by the Alicia M. Sanchez Charitable Lead Annuity Trust ("CLAT"). Reporting Person is the sole trustee
- (5) 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.
- 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
- (6) 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

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reported securities for purposes of Section 16 or any other purpose.

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

- (8) 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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