

Sanchez Eduardo Augusto
Form 4
December 29, 2017

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 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)

12/13/2017

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 ____X____ Other (specify
below) below)

Former President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/13/2017		S ⁽¹⁾	250,337 (2)	\$ 4.661 (3)	985,644	D
Common Stock					175,036	I	By 1988 Trust No. 13 ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 Eduardo Augusto
1000 MAIN STREET, SUITE 3000
HOUSTON, TX 77002

Former President

Signatures

/s/ Alfredo R.
Gutierrez

12/29/2017

**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).

Reporting Person's disposition of a portion of the reported shares may be matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, to the extent of 25,000 shares of Issuer's common stock, with the purchase, on September 14, 2017, by Reporting Person of 100,000 shares of Issuer's common stock, 25,000 of which has led to a short-swing transaction as a result of the disposition reported on this Form 4. Accordingly, Reporting Person agreed to pay, and has paid, to Issuer the full amount of the profit realized by Reporting Person in connection with the short-swing transaction.

(1) The disposition reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by Reporting Person and was used to satisfy Reporting Person's federal income tax obligations with respect to the vesting of equity awards.

(2) This transaction was executed in multiple trades at prices ranging from \$4.746 to \$4.540. The price reported above reflects the weighted average sale price. Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Issuer or a security holder of Issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) 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. 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.

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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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