

JONES ENERGY, INC.

FORM 8-K (Current report filing)

Filed 02/23/15 for the Period Ending 02/23/15

Address	807 LAS CIMAS PARKWAY SUITE 350 AUSTIN, TX 78746
Telephone	512-328-2953
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 23, 2015**

Jones Energy, Inc.

(Exact name of registrant as specified in its charters)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-36006

(Commission File Number)

80-0907968

(IRS Employer Identification
No.)

807 Las Cimas Parkway, Suite 350

Austin, Texas

(Address of principal executive offices)

78746

(Zip Code)

Registrant's telephone number, including area code: **(512) 328-2953**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On February 23, 2015, Jones Energy Holdings, LLC and Jones Energy Finance Corp., both subsidiaries of Jones Energy, Inc. (the “Company”), issued a press release announcing their offer to exchange any and all of their \$500,000,000 outstanding principal amount of 6.750% Senior Notes due 2022 for an equal amount of new 6.750% Senior Notes due 2022. The terms of the exchange offer are described in the prospectus as filed with the Securities and Exchange Commission on February 23, 2015. The press release announcing the exchange offer is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release of Jones Energy Holdings, LLC and Jones Energy Finance Corp., dated February 23, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

JONES ENERGY, INC.

Date: February 23, 2015

By: /s/ Robert J. Brooks

Robert J. Brooks

Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release of Jones Energy Holdings, LLC and Jones Energy Finance Corp., dated February 23, 2015.



**JONES ENERGY COMMENCES REGISTERED EXCHANGE OFFER
FOR 6.750% SENIOR NOTES DUE 2022**

Austin, TX — February 23, 2015 — Jones Energy Holdings, LLC (“JEH”) and Jones Energy Finance Corp. (“JEFC” and, together with JEH, the “Issuers”), both subsidiaries of Jones Energy, Inc. (NYSE: JONE) (the “Company”), announced today an offer to exchange any and all of their \$500,000,000 outstanding principal amount of 6.750% Senior Notes due 2022 for an equal amount of new 6.750% Senior Notes due 2022.

The terms of the exchange notes are identical in all material respects to those of the outstanding notes, except that the transfer restrictions, registration rights and additional interest provisions relating to the outstanding notes do not apply to the exchange notes. Outstanding notes that are not exchanged will continue to be subject to the existing restrictions on transfer.

The exchange offer will expire at 5:00 p.m., New York City time, on March 23, 2015, unless extended. Tenders of the outstanding notes must be made before the exchange offer expires and may be withdrawn at any time before the exchange offer expires.

The terms of the exchange offer are set forth in a prospectus dated February 23, 2015. Documents related to the offer, including the prospectus and the associated letter of transmittal, have been filed with the Securities Exchange Commission, and may be obtained from the exchange agent, Wells Fargo Bank, National Association, at the following addresses:

Registered & Certified Mail:

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9303-121
P.O. Box 1517
Minneapolis, MN 55480

Regular Mail or Courier:

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9303-121
6th St & Marquette Avenue
Minneapolis, MN 55479

In Person by Hand Only:

Wells Fargo Bank, N.A.
Corporate Trust Operations
Northstar East Building - 12th Floor
608 Second Avenue South
Minneapolis, MN 55402

or by facsimile at (877) 407-4679
to confirm by telephone or for information at (800) 344-5128

This press release shall not constitute an offer to exchange nor a solicitation of an offer to exchange the outstanding notes. The exchange offer is being made only by the prospectus dated February 23, 2015, and only to such persons and in such jurisdictions as is permitted under applicable law.

This press release includes “forward-looking statements.” All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the Company and the Issuers expect, believe or anticipate will or may occur in the future are forward-looking statements. The forward-looking statements in this release are based on certain assumptions made by the Company and the Issuers based on management’s experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company and the Issuers, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. See “Risk Factors” in the Company’s Annual Report filed on Form 10-K and other public filings and press releases.

Any forward-looking statement speaks only as of the date on which such statement is made and the Company and the Issuers undertake no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise.

Investor Contact:

Mark Brewer, 512-493-4833

Investor Relations Manager

Or

Robert Brooks, 512-328-2953

Executive Vice President & CFO
