

Sanchez Energy Corp
 Form 4
 December 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 Management Corp

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)
 1920 SANDMAN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/21/2012

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 10% owner

LAREDO, TX 78041

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)
Common Stock	12/21/2012		J ⁽¹⁾	1,312,000 D	707,333	I	By San Juan Oil & Gas No. 2, Ltd. ⁽²⁾
Common Stock					2,019,333	I	By Sanexco, Ltd. ⁽³⁾
Common Stock	12/21/2012		J ⁽¹⁾	13,120 A	13,120	D ⁽⁴⁾ ⁽⁵⁾	
Common Stock	12/21/2012		J ⁽⁶⁾	13,120 D	0	D	

Edgar Filing: Sanchez Energy Corp - Form 4

These shares are owned directly by Sanexco, Ltd. ("Sanexco"). Sanexco is controlled by its general partner, SMC, which is managed by A. R. Sanchez, Jr. SMC may be deemed to share voting and dispositive power over the shares held by Sanexco. SMC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by SMC of the reported securities for purposes of Section 16 or any other purpose.

- (4) SMC, the general partner of San Juan, received a pro rata distribution of 13,120 shares from San Juan in the San Juan Distribution.
The acquisition of shares in the San Juan Distribution by SMC represents a change in form of beneficial ownership, without a change in pecuniary interest, exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), pursuant to Rule 16a-13 thereunder. The San Juan Distribution was pro rata to San Juan's partners, therefore Rule 16a-9(a) under the Act is applicable and thus may also exempt the acquisition of the shares by SMC from Section 16 of the Act.
- (5) On December 21, 2012, concurrently with the San Juan Distribution, SMC distributed its 13,120 shares to its sole shareholder, A. R. Sanchez, Jr.
- (6)

Remarks:

/s/ A. R. Sanchez, Jr., Signed in the following capacities: A. R. Sanchez, Jr. is signing in his capacity as President of Sanchez Energy Corp.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.