

Sanchez Energy Corp
Form 3
March 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Gavilan Resources Holdings - A, LLC | | | (Month/Day/Year) | Sanchez Energy Corp [SN] | |
| (Last) | (First) | (Middle) | 03/01/2017 | | |
| C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, NY 10154 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|--|
| Common Stock | 355,660 | I | See Footnotes <u>(1)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 371,461 | I | See Footnotes <u>(2)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 72,139 | I | See Footnotes <u>(3)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 27,529 | I | See Footnotes <u>(4)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 28,751 | I | See Footnotes <u>(5)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 27,296 | I | |

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| | | | |
|--------------|---------|---|--|
| | | | See Footnotes <u>(6)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 55,057 | I | See Footnotes <u>(7)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 32,330 | I | See Footnotes <u>(8)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 4,860 | I | See Footnotes <u>(9)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Common Stock | 479,917 | I | See Footnotes <u>(10)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 474,213 | \$ 10 | I | See Footnotes <u>(1)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 495,282 | \$ 10 | I | See Footnotes <u>(2)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 96,185 | \$ 10 | I | See Footnotes <u>(3)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 36,705 | \$ 10 | I | See Footnotes <u>(4)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 38,334 | \$ 10 | I | See Footnotes <u>(5)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 36,394 | \$ 10 | I | See Footnotes <u>(6)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 73,410 | \$ 10 | I | See Footnotes <u>(7)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 43,107 | \$ 10 | I | See Footnotes <u>(8)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | | 6,480 | \$ 10 | I | |

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| | | | Common Stock | | | | See Footnotes <u>(9)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
|----------|------------|------------|-----------------|-----------|-------|---|---|
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 639,890 | \$ 10 | I | See Footnotes <u>(10)</u> <u>(11)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 4,713,927 | \$ 10 | I | See Footnotes <u>(12)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 823,714 | \$ 10 | I | See Footnotes <u>(13)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |
| Warrants | 03/01/2017 | 03/01/2022 | Common Stock | 962,359 | \$ 10 | I | See Footnotes <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gavilan Resources Holdings - A, LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Gavilan Resources Holdings - B, LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Gavilan Resources Holdings - C, LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Energy Management Associates II L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Management Associates VII L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone EMA II L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| | Â | Â X | Â | Â |

BMA VII L.L.C.
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III L.P.
 C/O THE BLACKSTONE GROUP L.P. [^] [^] X [^] [^]
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP L.P.
 C/O THE BLACKSTONE GROUP L.P. [^] [^] X [^] [^]
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C.
 C/O THE BLACKSTONE GROUP L.P. [^] [^] X [^] [^]
 345 PARK AVENUE
 NEW YORK, NY 10154

Signatures

Gavilan Resources Holdings - A, LLC, By: Blackstone Management Associates VII L.L.C., its managing member, By: BMA VII L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

__Signature of Reporting Person Date

Gavilan Resources Holdings - B, LLC, By: Blackstone Energy Management Associates II L.L.C., its managing member, By: Blackstone EMA II L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

__Signature of Reporting Person Date

Gavilan Resources Holdings - C, LLC, By: Blackstone Management Associates VII L.L.C., its managing member, By: BMA VII L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

__Signature of Reporting Person Date

Blackstone Energy Management Associates II L.L.C., By: Blackstone EMA II L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

__Signature of Reporting Person Date

Blackstone Management Associates VII L.L.C., By: BMA VII L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

__Signature of Reporting Person Date

Blackstone EMA II L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

__Signature of Reporting Person Date

BMA VII L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

__Signature of Reporting Person Date

Blackstone Holdings III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/13/2017

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__Signature of Reporting Person

Date

Blackstone Holdings III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

03/13/2017

__Signature of Reporting Person

Date

Blackstone Holdings III GP Management L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

03/13/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects securities held directly by GSO Capital Opportunities Fund III LP. GSO Capital Opportunities Associates III LLC is the general partner of GSO Capital Opportunities Fund III LP.
 - (2) Reflects securities held directly by GSO Energy Select Opportunities Fund LP. GSO Energy Select Opportunities Associates LLC is the general partner of GSO Energy Select Opportunities Fund LP.
 - (3) Reflects securities held directly by GSO Energy Partners-A LP. GSO Energy Partners-A Associates LLC is the general partner of GSO Energy Partners-A LP.
 - (4) Reflects securities held directly by GSO Energy Partners-B LP. GSO Energy Partners-B Associates LLC is the general partner of GSO Energy Partners-B LP.
 - (5) Reflects securities held directly by GSO Energy Partners-C LP. GSO Energy Partners-C Associates LLC is the general partner of GSO Energy Partners-C LP.
 - (6) Reflects securities held directly by GSO Energy Partners-C II LP. GSO Energy Partners-C Associates II LLC is the general partner of GSO Energy Partners-C II LP.
 - (7) Reflects securities held directly by GSO Energy Partners-D LP. GSO Energy Partners-D Associates LLC is the general partner of GSO Energy Partners-D LP.
 - (8) Reflects securities held directly by GSO Credit Alpha Trading (Cayman) LP. GSO Credit Alpha Associates LLC is the general partner of GSO Credit Alpha Trading (Cayman) LP.
 - (9) Reflects securities held directly by GSO Harrington Credit Alpha Fund (Cayman) L.P. GSO Harrington Credit Alpha Associates L.L.C. is the general partner of GSO Harrington Credit Alpha Fund (Cayman) L.P.
 - (10) Reflects securities held directly by GSO Capital Solutions Fund II LP. GSO Capital Solutions Associates II LP is the general partner of GSO Capital Solutions Fund II LP. The general partners of GSO Capital Solutions Associates II LP are GSO Capital Solutions Associates II (Delaware) LLC and GSO Capital Solutions Associates II (Cayman) Ltd.
GSO Holdings I L.L.C. is the managing member of each of GSO Capital Opportunities Associates III LLC, GSO Energy Select Opportunities Associates LLC, GSO Energy Partners-A Associates LLC, GSO Energy Partners-B Associates LLC, GSO Energy Partners-C Associates LLC, GSO Energy Partners-C Associates II LLC, GSO Energy Partners-D Associates LLC, GSO Credit Alpha Associates LLC, GSO Harrington Credit Alpha Associates L.L.C. and GSO Capital Solutions Associates II (Delaware) LLC, and a shareholder of GSO Capital Solutions Associates II (Cayman) Ltd. Blackstone Holdings II L.P. is the managing member of GSO Holdings I L.L.C. with respect to securities beneficially owned by the direct holders identified in footnotes 1 through 10 above (collectively, the "GSO Funds"). Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings II L.P.
 - (11) Reflects securities held directly by Gavilan Resources Holdings - A, LLC. The managing members of Gavilan Resources Holdings - A, LLC are Blackstone Management Associates VII L.L.C. and Blackstone Energy Management Associates II L.L.C.
 - (12) Reflects securities held directly by Gavilan Resources Holdings - B, LLC. The managing member of Gavilan Resources Holdings - B, LLC is Blackstone Energy Management Associates II L.L.C.
 - (13) Reflects securities held directly by Gavilan Resources Holdings - C, LLC. The managing member of Gavilan Resources Holdings - C, LLC is Blackstone Management Associates VII L.L.C.
 - (14) BMA VII L.L.C. is the sole member of Blackstone Management Associates VII L.L.C. Blackstone EMA II L.L.C. is the sole member of Blackstone Energy Management Associates II L.L.C. Blackstone Holdings III L.P. is the managing member of each of BMA VII L.L.C. and Blackstone EMA II L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P.
 - (15)

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The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. and the sole member of Blackstone Holdings III GP Management L.L.C. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P.

- (16) Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. In addition, each of Bennett J. Goodman and J. Albert Smith III may be deemed to have shared voting power and/or investment power with respect to the securities held by the GSO Funds.
- (17) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
- (18) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant

- (19) to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for 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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