

GEORGE CAMERON W.
Form 3
November 01, 2018

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 | |
| Â GEORGE CAMERON W. | | | (Month/Day/Year) | | Sanchez Energy Corp [SN] | |
| (Last) | (First) | (Middle) | 10/26/2018 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 1000 MAIN STREET, SUITE 3000 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| HOUSTON,Â TXÂ 77002 | | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Interim CFO | |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 311,542 | D | Â |

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable Expiration Date | Title | | | |

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| | | | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------|---------------------------|---------------------------|-----------------|----------------------------------|-------------------|----------------------------------|---|
| Phantom Stock | 03/01/2020 ⁽¹⁾ | 03/01/2020 ⁽¹⁾ | Common Stock | 66,667 | \$ ⁽³⁾ | D | Â |
| Phantom Stock | 04/17/2021 ⁽²⁾ | 04/17/2021 ⁽²⁾ | Common Stock | 155,763 | \$ ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| GEORGE CAMERON W. 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002 | Â | Â | Â Interim CFO | Â |

Signatures

/s/ Cameron W.
George

11/01/2018

**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) Phantom stock is payable only in cash, which vests in equal annual installments over a two-year period from March 1, 2018.
- (2) Phantom stock is payable only in cash, which vests in equal annual installments over a three-year period from April 17, 2018.
- (3) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share.

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Remarks:

Exhibit 24 - Power of Attorney

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.