

EP Energy Corp
Form 4
January 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
Blavatnik Len

(Last) (First) (Middle)
730 FIFTH AVENUE, 20TH FL
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EP Energy Corp [EPE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/21/2014		P		3,556,387	A	\$ 18.15
					3,556,387	I (1) (4)	By LLC
Class A Common Stock	01/21/2014		P		109,991	A	\$ 18.15
					109,991	I (2) (4)	By Partnership
Class A Common Stock					31,276,726	I (3) (4)	By LLC

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

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(9-02)

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
Blavatnik Len 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019		X		
ACCESS INDUSTRIES MANAGEMENT, LLC 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019		X		

Signatures

Alejandro Moreno, Attorney-in-Fact for Len Blavatnik	01/23/2014
**Signature of Reporting Person	Date
Alejandro Moreno for Access Industries Management, LLC	01/23/2014
**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).
- The securities reported are held directly by AI Energy Holding LLC ("AIEH"). Each of Access Industries Management, LLC and Mr. Blavatnik may be deemed to beneficially own the shares of common stock held directly by AIEH because Mr. Blavatnik controls Access Industries Management, LLC, which controls AI Value Holdings, LLC, which is the sole member of AIEH.

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- (2) The securities reported are held directly by Altep 2014 L.P. ("Altep 2014") and may be deemed to be beneficially owned by Mr. Blavatnik because Mr. Blavatnik controls Access Industries, Inc., which is the general partner of Altep 2014.

- The securities reported are held directly by Texas Oil & Gas Holdings LLC ("TOGH"). Access Industries Management, LLC and Mr. Blavatnik may be deemed to beneficially own the shares of common stock held directly by TOGH because Mr. Blavatnik controls Access Industries Management, LLC, which controls Access Industries Holdings LLC, which holds a majority of the outstanding voting interests in RSB Limited, which holds a majority of the outstanding membership interests in TOGH.
- (3)

- Each of the reporting persons disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, if any, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities for purposes of Section 16 or any other purpose.
- (4)

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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