

Sanchez Energy Corp  
 Form 3/A  
 June 09, 2017

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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)

|   |   |  |  |   |   |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â GSO Capital Solutions Associates II (Delaware) LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O GSO CAPITAL PARTNERS LP, Â 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Sanchez Energy Corp [SN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner<br/>             ___ Officer ___ Other<br/>             (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/13/2017</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person<br/>             ___X___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)                             |
|------------------------------------|--|---|--|
| Common Stock                       | 531,847  | I   | See Footnotes <u>(1)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock                       | 480,874  | I   | See Footnotes <u>(2)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock                       | 93,389   | I   | See Footnotes <u>(3)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock                       | 35,635   | I   | See Footnotes <u>(4)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock                       | 37,214   | I   | See Footnotes <u>(5)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock                       | 35,340   | I   |  |

|              |         |   |  |
|--------------|---------|---|--|
|              |         |   | See Footnotes <u>(6)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u>  |
| Common Stock | 71,276  | I | See Footnotes <u>(7)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u>  |
| Common Stock | 41,855  | I | See Footnotes <u>(8)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u>  |
| Common Stock | 6,291   | I | See Footnotes <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u>  |
| Common Stock | 621,279 | I | See Footnotes <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   |  |  |   |
|   |  | Title  | Amount or<br>Number of<br>Shares                                   |  |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GSO Capital Solutions Associates II (Delaware) LLC<br>C/O GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | Â             | Â X       | Â       | Â     |
| GSO Capital Solutions Associates II (Cayman) Ltd.<br>C/O GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154  | Â             | Â X       | Â       | Â     |
| Goodman Bennett J<br>C/O GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                  | Â             | Â X       | Â       | Â     |
| Smith J Albert III   | Â             | Â X       | Â       | Â     |

C/O GSO CAPITAL PARTNERS LP  
 345 PARK AVENUE  
 NEW YORK, NY 10154

## Signatures

|   |            |
|---|------------|
| GSO Capital Solutions Associates II (Delaware) LLC, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 06/09/2017 |
| **Signature of Reporting Person   | Date       |
| GSO Capital Solutions Associates II (Cayman) Ltd., By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory  | 06/09/2017 |
| **Signature of Reporting Person   | Date       |
| Bennett J. Goodman, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact                                     | 06/09/2017 |
| **Signature of Reporting Person   | Date       |
| J. Albert Smith III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact                                    | 06/09/2017 |
| **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.
- (11) 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.

## Edgar Filing: Sanchez Energy Corp - Form 3/A

- (12) The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. 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.
- (13) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3/A.
- (14) 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.
- (15) 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 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.

Â

### Remarks:

ThisÂ AmendmentÂ isÂ beingÂ filedÂ toÂ correctÂ theÂ numberÂ ofÂ sharesÂ ofÂ IssuerÂ commonÂ stockÂ reportedÂ b

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.