

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)

| | | | | | |
|--|---|--|--|---|---|
| <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 NYÂ 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 ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

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 ⁽⁹⁾ <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 |
| GSO Capital Solutions Associates II (Delaware) LLC C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| GSO Capital Solutions Associates II (Cayman) Ltd. C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Goodman Bennett J C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Smith J Albert III C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| GSO Capital Solutions Associates II (Delaware) LLC, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 03/13/2017 |
| **Signature of Reporting Person | Date |
| GSO Capital Solutions Associates II (Cayman) Ltd., By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 03/13/2017 |
| **Signature of Reporting Person | Date |
| Bennett J. Goodman, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 03/13/2017 |

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__Signature of Reporting Person

Date

J. Albert Smith III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact

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) 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.

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- (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 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.

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Remarks:

Exhibit 24.1 - Power of Attorney - Bennett J. Goodman

Exhibit 24.2 - Power of Attorney - J. Albert Smith III

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.