

Sanchez Energy Corp
 Form 4
 April 19, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Hink Kirsten A

(Last) (First) (Middle)
 1000 MAIN STREET, SUITE 3000
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Sanchez Energy Corp [SN]

3. Date of Earliest Transaction (Month/Day/Year)
 04/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Senior VP and CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ 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 Ownership (Instr. 4)	
			Code	V	Amount (D) or Price (A)			
Common Stock	04/15/2016		A		18,000 <u>(1)</u>	A	(1) 190,885	D
Common Stock	04/15/2016		A		18,000 <u>(1)</u>	A	(1) 208,885	D

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

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SEC 1474
 (9-02)

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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 Security (Instr. 3 and 4)
Phantom Stock	(2)	04/15/2016		A	36,000	04/15/2019 ⁽³⁾ 04/15/2019 ⁽³⁾	Common Stock 36,
Phantom Stock	(2)	04/15/2016		A	18,000	04/15/2021 ⁽⁴⁾ 04/15/2021 ⁽⁴⁾	Common Stock 18,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hink Kirsten A 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002			Senior VP and CAO	

Signatures

/s/ Alfredo Gutierrez,
Attorney-in-Fact
Date: 04/19/2016

**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).
- (1) Represents a grant of restricted stock Reporting Person received from the Issuer.
- (2) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share ("Common Stock").
- (3) Phantom stock is payable only in cash, which vests in equal annual increments over a three year period.
- (4) Phantom stock is payable only in cash, which cliff vests in five years or earlier if the Common Stock closing price equals or exceeds certain benchmarks as set forth in the form of agreement.

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. TING PERSONS Identity and Classification of Each Reporting Person IDENTITY CLASSIFICATION UNDER ITEM 3 American Skandia Trust (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Federated Equity Funds (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Federated Insurance Series (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Federated Investment

Management (e) Investment Adviser registered under Company section 203 of the Investment Advisers Act of 1940 Federated Investment Counseling (e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940 Federated Global Investment (e) Investment Adviser registered under Management Company section 203 of the Investment Advisers Act of 1940 Federated Investors, Inc. (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) FII Holdings, Inc. (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) Voting Shares Irrevocable Trust (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) John F. Donahue (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) Rhodora J. Donahue (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) J. Christopher Donahue (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) Federated Investors, Inc. (the "Parent") is filing this Schedule 13G because it is the parent holding company of Federated Investment Management Company, Federated Investment Counseling, and Federated Global Investment Management Corp. (the "Investment Advisers"), which act as investment advisers to registered investment companies and separate accounts that own shares of common stock in Digital Impact, Inc. (the "Reported Securities"). The Investment Advisers are wholly owned subsidiaries of FII Holdings, Inc., which is wholly owned subsidiary of Federated Investors, Inc., the Parent. All of the Parent's outstanding voting stock is held in the Voting Shares Irrevocable Trust (the "Trust") for which John F. Donahue, Rhodora J. Donahue and J. Christopher Donahue act as trustees (collectively, the "Trustees"). The Trustees have joined in filing this Schedule 13G because of the collective voting control that they exercise over the Parent. In accordance with Rule 13d-4 under the Securities Act of 1934, as amended, the Parent, the Trust, and each of the Trustees declare that this statement should not be construed as an admission that they are the beneficial owners of the Reported Securities, and the Parent, the Trust, and each of the Trustees expressly disclaim beneficial ownership of the Reported Securities EXHIBIT "2" AGREEMENT FOR JOINT FILING OF SCHEDULE 13G The following parties hereby agree to file jointly the statement on Schedule 13G to which this Agreement is attached and any amendments thereto which may be deemed necessary pursuant to Regulation 13D-G under the Securities Exchange Act of 1934: 1. Federated Investors, Inc. as parent holding company of the investment advisers to registered investment companies that beneficially own the securities. Voting Shares Irrevocable Trust, as holder of all the voting shares of Federated Investors, Inc. John F. Donahue, individually and as Trustee Rhodora J. Donahue, individually and as Trustee J. Christopher Donahue, individually and as Trustee It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy of information concerning the other parties unless such party knows or has reason to believe that such information is incomplete or inaccurate. It is understood and agreed that the joint filing of Schedule 13G shall not be construed as an admission that the reporting persons named herein constitute a group for purposes of Regulation 13D-G of the Securities Exchange Act of 1934, nor is a joint venture for purposes of the Investment Company Act of 1940. Date: February 13, 2004 By: /s/J. Christopher Donahue Name/Title: J. Christopher Donahue, as President of Federated Investors, Inc. By: /s/ J. Christopher Donahue Name/Title: John F. Donahue, individually and as Trustee of Voting Shares Irrevocable Trust, by J. Christopher Donahue, as attorney-in-fact. By: /s/ Rhodora J. Donahue Name/Title: Rhodora J. Donahue, individually and as Trustee as Voting Shares Irrevocable Trust, by J. Christopher Donahue, as attorney-in-fact. By: /s/ J. Christopher Donahue Name/Title: J. Christopher Donahue, individually and as Trustee of Voting Shares Irrevocable Trust The number of shares indicated represent shares beneficially owned by registered investment companies and separate accounts advised by subsidiaries of Federated Investors, Inc. that have been delegated the power to direct investments and power to vote the securities by the registered investment companies' board of trustees or directors and by the separate accounts' principals. All of the voting securities of Federated Investors, Inc. are held in the Voting Shares Irrevocable Trust ("Trust"), the trustees of which are John F. Donahue, Rhodora J. Donahue, and J. Christopher Donahue ("Trustees"). In accordance with Rule 13d-4 under the 1934 Act, the Trust, Trustees, and parent holding company declare that the filing of this statement should not be construed as an admission that any of the investment advisers, parent holding company, Trust, and Trustees are beneficial owners (for the purposes of Sections 13(d) and/or 13(g) of the Act) of any securities covered by this statement, and such advisers, parent holding company, Trust, and Trustees expressly disclaim that they are the beneficial owners such securities. EXHIBIT 3 POWER OF ATTORNEY Each person who signature appears below hereby constitutes and appoints J. Christopher Donahue their true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for them and in their names, place and stead, in any and all capacities, to sign

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any and all Schedule 13Gs, and any amendments thereto, to be filed with the Securities and Exchange commission pursuant to Regulation D of the Securities Exchange Act of 1934, as amended, by means of the Securities and Exchange Commission's electronic disclosure system known as EDGAR; and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to sign and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof. SIGNATURES TITLE OR CAPACITY /s/John F. Donahue Individually and as Trustee of John F. Donahue the Voting Shares Irrevocable Trust /s/Rhodora J. Donahue Individually and as Trustee of Rhodora J. Donahue the Voting Shares Irrevocable Trust Sworn to and subscribed before me this 14 day of February, 1994 /s/Joan S. Burkhart Notary Public