

Sanchez Energy Corp  
Form SC 13G  
March 13, 2017

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**Sanchez Energy Corporation**  
**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**  
**(Title of Class of Securities)**

**79970Y105**  
**(CUSIP Number)**

**March 1, 2017**  
**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 79970Y105

Page 2 of 64 Pages

1. Name of Reporting Persons:

2. Gavilan Resources Holdings A, LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 4,713,927  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 4,713,927  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,713,927

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

5.6%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. Gavilan Resources Holdings B, LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 823,714  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 823,714  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

823,714

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.0%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. Gavilan Resources Holdings C, LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 962,359  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 962,359  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

962,359

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.2%

12. Type of Reporting Person (See Instructions):

OO



CUSIP No. 79970Y105

Page 5 of 64 Pages

1. Name of Reporting Persons:

Blackstone Management Associates VII L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 962,359  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 4,713,927  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 962,359  
8. Shared Dispositive Power:

WITH

4,713,927  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,676,286

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

6.6%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

Page 6 of 64 Pages

1. Name of Reporting Persons:

BMA VII L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 962,359  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 4,713,927  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 962,359  
8. Shared Dispositive Power:

WITH

4,713,927  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,676,286

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

6.6%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

Page 7 of 64 Pages

1. Name of Reporting Persons:

2. Blackstone Energy Management Associates II L.L.C.  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 823,714  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 4,713,927  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 823,714  
8. Shared Dispositive Power:

WITH

9. 4,713,927  
Aggregate Amount Beneficially Owned by Each Reporting Person:

5,537,641

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

6.5%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

Page 8 of 64 Pages

1. Name of Reporting Persons:

Blackstone EMA II L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 823,714  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 4,713,927  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 823,714  
8. Shared Dispositive Power:

WITH

4,713,927  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,537,641

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

6.5%

12. Type of Reporting Person (See Instructions):

OO



CUSIP No. 79970Y105

Page 9 of 64 Pages

1. Name of Reporting Persons:

Blackstone Holdings III L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Quebec, Canada

5. Sole Voting Power:

NUMBER OF

SHARES 6,500,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 6,500,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

6,500,000

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

*7.5%*

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

Blackstone Holdings III GP L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 6,500,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 6,500,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

6,500,000

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

*7.5%*

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

Blackstone Holdings III GP Management L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 6,500,000  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 6,500,000  
8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

6,500,000

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

7.5%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Capital Opportunities Fund III LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 829,873  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 829,873  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

829,873

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.0%

12. Type of Reporting Person (See Instructions):

PN



CUSIP No. 79970Y105

Page 13 of 64 Pages

1. Name of Reporting Persons:

2. GSO Capital Opportunities Associates III LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 829,873  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 829,873  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

829,873

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

2. GSO Energy Select Opportunities Fund LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 866,743  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 866,743  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

866,743

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.1%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Select Opportunities Associates LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 866,743  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 866,743  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

866,743

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.1%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Partners-A LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 168,324  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 168,324  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

168,324

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

PN



CUSIP No. 79970Y105

Page 17 of 64 Pages

1. Name of Reporting Persons:

2. GSO Energy Partners-A Associates LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 168,324  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 168,324  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

168,324

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Partners-B LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 64,234  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 64,234  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

64,234

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Partners-B Associates LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 64,234  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 64,234  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

64,234

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

2. GSO Energy Partners-C LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 67,085  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 67,085  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

67,085

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

PN



CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Partners-C Associates LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 67,085  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 67,085  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

67,085

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

Page 22 of 64 Pages

1. Name of Reporting Persons:

2. GSO Energy Partners-C II LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 63,690  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 63,690  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

63,690

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Partners-C Associates II LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 63,690  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 63,690  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

63,690

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Partners-D LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 128,467  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 128,467  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

128,467

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

PN



CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Energy Partners-D Associates LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 128,467  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 128,467  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

128,467

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

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1. Name of Reporting Persons:

2. GSO Credit Alpha Trading (Cayman) LP  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands, British West Indies

5. Sole Voting Power:

NUMBER OF

SHARES 75,437  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 75,437  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

75,437

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

Page 27 of 64 Pages

1. Name of Reporting Persons:

2. GSO Credit Alpha Associates LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 75,437  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 75,437  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

75,437

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

2. GSO Harrington Credit Alpha Fund (Cayman) L.P.  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands, British West Indies

5. Sole Voting Power:

NUMBER OF

SHARES 11,340  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 11,340  
8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

11,340

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

12. Less than 0.1%  
Type of Reporting Person (See Instructions):

PN



1. Name of Reporting Persons:

GSO Harrington Credit Alpha Associates L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 11,340

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 11,340

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

11,340

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

Page 30 of 64 Pages

1. Name of Reporting Persons:

GSO Capital Solutions Fund II LP

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 1,119,807

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 1,119,807

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,119,807

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.4%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

Page 31 of 64 Pages

1. Name of Reporting Persons:

GSO Capital Solutions Associates II LP

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands, British West Indies

5. Sole Voting Power:

NUMBER OF

SHARES 1,119,807

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 1,119,807

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,119,807

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.4%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

2. GSO Capital Solutions Associates II (Delaware) LLC  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 1,119,807

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,119,807

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.4%

12. Type of Reporting Person (See Instructions):

OO



CUSIP No. 79970Y105

Page 33 of 64 Pages

1. Name of Reporting Persons:

2. GSO Capital Solutions Associates II (Cayman) Ltd.  
Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands, British West Indies

5. Sole Voting Power:

NUMBER OF

SHARES 1,119,807  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0  
8. Shared Dispositive Power:

WITH

0  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,119,807

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.4%

12. Type of Reporting Person (See Instructions):

CO

CUSIP No. 79970Y105

Page 34 of 64 Pages

1. Name of Reporting Persons:

GSO Holdings I L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 3,395,000  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 3,395,000  
8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,395,000

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.1%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 79970Y105

Page 35 of 64 Pages

1. Name of Reporting Persons:

Blackstone Holdings II L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 3,395,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 3,395,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,395,000

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.1%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

Page 36 of 64 Pages

1. Name of Reporting Persons:

Blackstone Holdings I/II GP Inc.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 3,395,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 3,395,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,395,000

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.1%

12. Type of Reporting Person (See Instructions):

CO



CUSIP No. 79970Y105

Page 37 of 64 Pages

1. Name of Reporting Persons:

The Blackstone Group L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 9,895,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 9,895,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

9,895,000

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

11.2%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 79970Y105

Page 38 of 64 Pages

1. Name of Reporting Persons:

Blackstone Group Management L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 9,895,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 9,895,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

9,895,000

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

11.2%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Stephen A. Schwarzman

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 9,895,000  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 9,895,000  
8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

9,895,000

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

11.2%

12. Type of Reporting Person (See Instructions):

IN

CUSIP No. 79970Y105

Page 40 of 64 Pages

1. Name of Reporting Persons:

Bennett J. Goodman

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 3,395,000  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 3,395,000  
8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,395,000

Edgar Filing: Sanchez Energy Corp - Form SC 13G

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.1%

12. Type of Reporting Person (See Instructions):

IN



1. Name of Reporting Persons:

J. Albert Smith III

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 3,395,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 3,395,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,395,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

12. 4.1%  
Type of Reporting Person (See Instructions):

IN

**Item 1. (a). Name of Issuer**

Sanchez Energy Corporation (the Issuer )

**(b). Address of Issuer s Principal Executive Offices:**

1000 Main Street, Suite 3000

Houston, Texas 77002

**Item 2(a). Name of Person Filing**

**Item 2(b). Address of Principal Business Office**

**Item 2(c). Citizenship**

This statement is being filed by the following persons (each a Reporting Person and, collectively, the Reporting Persons ):

(i)

(i) Gavilan Resources Holdings A, LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

(ii) Gavilan Resources Holdings B, LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

(iii) Gavilan Resources Holdings C, LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

(iv) Blackstone Management Associates VII L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue

Edgar Filing: Sanchez Energy Corp - Form SC 13G

New York, NY 10154  
Citizenship: State of Delaware

- (v) BMA VII L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

- (vi) Blackstone Energy Management Associates II L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (vii) Blackstone EMA II L.L.C..  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (viii) Blackstone Holdings III L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: Quebec, Canada
  
- (ix) Blackstone Holdings III GP L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (x) Blackstone Holdings III GP Management L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xi) GSO Capital Opportunities Fund III LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xii) GSO Energy Select Opportunities Fund LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xiii) GSO Energy Partners-A LP

GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

(xiv) GSO Energy Partners-B LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

(xv) GSO Energy Partners-C LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

- (xvi) GSO Energy Partners-C II LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xvii) GSO Energy Partners-D LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xviii) GSO Credit Alpha Trading (Cayman) LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: Cayman Islands, British West Indies
  
- (xix) GSO Harrington Credit Alpha Fund (Cayman) L.P.  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: Cayman Islands, British West Indies
  
- (xx) GSO Capital Solutions Fund II LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxi) Blackstone Holdings II L.P.  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxii) Blackstone Holdings I/II GP Inc.  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxiii) GSO Capital Opportunities Associates III LLC

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c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware



- (xxiv) GSO Energy Select Opportunities Associates LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxv) GSO Energy Partners-A Associates LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxvi) GSO Energy Partners-B Associates LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxvii) GSO Energy Partners-C Associates LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxviii) GSO Energy Partners-C Associates II LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxix) GSO Energy Partners-D Associates LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxx) GSO Credit Alpha Associates LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxxi) GSO Harrington Credit Alpha Associates L.L.C

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c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

- (xxxii) GSO Capital Solutions Associates II LP  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: Cayman Islands, British West Indies

- (xxxiii) GSO Capital Solutions Associates II (Delaware) LLC  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxxiv) GSO Capital Solutions Associates II (Cayman) Ltd.  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: Cayman Islands, British West Indies
  
- (xxxv) GSO Holdings I L.L.C.  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxxvi) The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxxvii) Blackstone Group Management L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
  
- (xxxviii) Stephen A. Schwarzman  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: United States
  
- (xxxix) Bennett J. Goodman  
c/o GSO Capital Partners LP  
345 Park Avenue  
New York, NY 10154  
Citizenship: United States
  
- (xl) J. Albert Smith III  
c/o GSO Capital Partners LP

Edgar Filing: Sanchez Energy Corp - Form SC 13G

345 Park Avenue  
New York, NY 10154  
Citizenship: United States

Gavilan Resources Holdings A, LLC, Gavilan Resources Holdings B, LLC and Gavilan Resources Holdings C, LLC (collectively, the Blackstone Funds ), and GSO Capital Opportunities Fund III LP, GSO Energy Select Opportunities Fund LP, GSO Energy Partners-A LP, GSO Energy Partners-B LP, GSO Energy Partners-C LP, GSO Energy Partners-C II LP, GSO Energy Partners-D LP, GSO Credit Alpha Trading (Cayman) LP, GSO Harrington Credit Alpha Fund (Cayman) L.P. and GSO Capital Solutions Fund II LP (collectively, the GSO Funds ) are the direct holders of the securities reported herein.

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. The managing member of Gavilan Resources Holdings B, LLC is Blackstone Energy Management Associates II L.L.C. The managing member of Gavilan Resources Holdings C, LLC is Blackstone Management Associates VII L.L.C. 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.

GSO Capital Opportunities Associates III LLC is the general partner of GSO Capital Opportunities Fund III LP. GSO Energy Select Opportunities Associates LLC is the general partner of GSO Energy Select Opportunities Fund LP. GSO Energy Partners-A Associates LLC is the general partner of GSO Energy Partners-A LP. GSO Energy Partners-B Associates LLC is the general partner of GSO Energy Partners-B LP. GSO Energy Partners-C Associates LLC is the general partner of GSO Energy Partners-C LP. GSO Energy Partners-C Associates II LLC is the general partner of GSO Energy Partners-C II LP. GSO Energy Partners-D Associates LLC is the general partner of GSO Energy Partners-D LP. GSO Credit Alpha Associates LLC is the general partner of GSO Credit Alpha Trading (Cayman) LP. GSO Harrington Credit Alpha Associates L.L.C. is the general partner of GSO Harrington Credit Alpha Fund (Cayman) L.P. 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 GSO Funds. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings II L.P.

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. 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.

Each such Reporting Person may be deemed to beneficially own the Common Stock (as defined below) beneficially owned by the Blackstone Funds and/or the GSO Funds directly or indirectly controlled by it or him, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the Blackstone Funds and GSO Funds to the extent they directly hold Issuer securities reported herein) is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock. The filing of this statement should not be construed to be an admission that any member of the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.01 per share (the Common Stock).

**Item 2(e). CUSIP Number:**

79970Y105

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

**(a) Amount beneficially owned:**

Calculations of the percentage of shares of Common Stock beneficially owned assumes that there are a total of 78,648,272 shares of Common Stock outstanding as of February 24, 2017, as reported in the Issuer's Form 10-K filed on February 27, 2017, plus an additional 1,500,000 shares issued by the Issuer in connection with the transactions that closed on March 1, 2017.

Gavilan Resources Holdings A, LLC directly holds warrants, with an exercise price of \$10.00 per share (the Warrants), exercisable for 4,713,927 shares of Common Stock, Gavilan Resources Holdings B, LLC directly holds Warrants exercisable for 823,714 shares of Common Stock, and Gavilan Resources Holdings C directly holds Warrants exercisable for 962,359 shares of Common Stock.

GSO Capital Opportunities Fund III LP directly holds 355,660 shares of Common Stock and Warrants exercisable for an additional 474,213 shares of Common Stock; GSO Energy Select Opportunities Fund LP directly holds 371,461 shares of Common Stock and Warrants exercisable for an additional 495,282 shares of Common Stock; GSO Energy Partners-A LP directly holds 72,139 shares of Common Stock and Warrants exercisable for an additional 96,185 shares of Common Stock; GSO Energy Partners-B LP directly holds 27,529 shares of Common Stock and Warrants exercisable for an additional 36,705 shares of Common Stock; GSO Energy Partners-C LP directly holds 28,751 shares of Common Stock and Warrants exercisable for an additional 38,334 shares of Common Stock; GSO Energy Partners-C II LP directly holds 27,296 shares of Common Stock and Warrants exercisable for an additional 36,394 shares of Common Stock; GSO Energy Partners-D LP directly holds 55,057 shares of Common Stock and Warrants exercisable for an additional 73,410 shares of Common Stock; GSO Credit Alpha Trading (Cayman) LP directly holds 32,330 shares of Common Stock and Warrants exercisable for an additional 43,107 shares of Common Stock; GSO Harrington Credit Alpha Fund (Cayman) L.P. directly holds 4,860 shares of Common Stock and Warrants exercisable for an additional 6,480 shares of Common Stock; and GSO Capital Solutions Fund II LP directly holds 479,917 shares of Common Stock and Warrants exercisable for an additional 639,890 shares of Common Stock.

**(b) Percent of class:**

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person's cover page.

**(c) Number of Shares as to which the Reporting Person has:**

**(i) Sole power to vote or to direct the vote:**

See each cover page hereof.

**(ii) Shared power to vote or to direct the vote:**

See each cover page hereof.

(iii) Sole power to dispose or to direct the disposition of:

See each cover page hereof.

(iv) Shared power to dispose or to direct the disposition of:

See each cover page hereof.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.



**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Each of the Reporting Persons hereby makes the following certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2017

**Gavilan Resources Holdings A, LLC**

By: Blackstone Management Associates VII L.L.C.,  
its managing member

By: BMA VII L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

**Gavilan Resources Holdings B, LLC**

By: Blackstone Energy Management Associates II  
L.L.C., its managing member

By: Blackstone EMA II L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

**Gavilan Resources Holdings C, LLC**

By: Blackstone Management Associates VII L.L.C.,  
its managing member

By: BMA VII L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

**Blackstone Energy Management Associates II L.L.C.**

By: Blackstone EMA II L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

**Blackstone Management Associates VII L.L.C.**

By: BMA VII L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

**Blackstone EMA II L.L.C.**

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

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**BMA VII L.L.C.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**Blackstone Holdings III L.P.**

By: Blackstone Holdings III GP L.P., its general partner  
By: Blackstone Holdings III GP Management L.L.C.,  
its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**Blackstone Holdings III GP L.P.**

By: Blackstone Holdings III GP Management L.L.C.,  
its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**Blackstone Holdings III GP Management L.L.C.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**GSO Capital Opportunities Fund III LP**

By: GSO Capital Opportunities Associates III LLC,  
its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Energy Select Opportunities Fund LP**

By: GSO Energy Select Opportunities Associates LLC,  
its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

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**GSO Energy Partners-A LP**

By: GSO Energy Partners-A Associates  
LLC, its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Energy Partners-B LP**

By: GSO Energy Partners-B Associates  
LLC, its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Energy Partners-C LP**

By: GSO Energy Partners-C Associates  
LLC, its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Energy Partners-C II LP**

By: GSO Energy Partners-C Associates II  
LLC, its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Energy Partners-D LP**

By: GSO Energy Partners-D Associates  
LLC, its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Credit Alpha Trading (Cayman) LP**

By: GSO Credit Alpha Associates LLC, its  
general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

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**GSO Harrington Credit Alpha Fund (Cayman) L.P.**

By: GSO Harrington Credit Alpha Associates L.L.C., its  
general partner

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Authorized Signatory

**GSO Capital Solutions Fund II LP**

By: GSO Capital Solutions Associates II LP, its general partner

By: GSO Capital Solutions Associates II (Delaware)

LLC, its general partner

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Authorized Signatory

**GSO Capital Opportunities Associates III LLC**

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Authorized Signatory

**GSO Energy Select Opportunities Associates LLC**

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Authorized Signatory

**GSO Energy Partners-A Associates LLC**

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Authorized Signatory

**GSO Energy Partners-B Associates LLC**

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Authorized Signatory

**GSO Energy Partners-C Associates LLC**

By: /s/ Marisa Beeney

Name: Marisa Beeney

Title: Authorized Signatory

**GSO Energy Partners-C Associates II LLC**

By: /s/ Marisa Beeney

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Name: Marisa Beeney

Title: Authorized Signatory

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**GSO Energy Partners-D Associates LLC**

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Credit Alpha Associates LLC**

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Harrington Credit Alpha Associates L.L.C.**

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Capital Solutions Associates II LP**

By: GSO Capital Solutions Associates II (Delaware)  
LLC, its general partner

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Capital Solutions Associates II (Delaware) LLC**

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Capital Solutions Associates II (Cayman) Ltd.**

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

**GSO Holdings I L.L.C.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**Blackstone Holdings II L.P.**

By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer



**Blackstone Holdings I/II GP Inc.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**The Blackstone Group L.P.**

By: Blackstone Group Management L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**Blackstone Group Management L.L.C.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**Stephen A. Schwarzman**

/s/ Stephen A. Schwarzman  
Stephen A. Schwarzman

**Bennett J. Goodman**

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Attorney-in-Fact

**J. Albert Smith III**

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Attorney-in-Fact

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