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W Energy Partners LLC Form 4 January 30, 2019 FORM 4

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

Crestview Partners III GP, L.P. Symbol			nbol ORTHERN O	RTHERN OIL & GAS, INC.				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) TVIEW PARTN VAVENUE, 36T	(Mo IERS, 590 01)	3. Date of Earliest Transaction(Month/Day/Year)01/28/2019				Director X 10% Owner Officer (give title Other (specify below)				
	(Street)		f Amendment, D ed(Month/Day/Yea	-			 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting 				
	RK, NY 10022	NY 10022A_ Form thed by More than One Reporting Person							eporting		
(City)(State)(Zip)Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	01/28/2019		S	289,928	D	\$ 2.52 (3)	42,552,499	Ι	See Footnotes $(1) (2)$		
Common Stock	01/29/2019		S	219,419	D	\$ 2.52 (4)	42,333,080	Ι	See Footnotes (1) (2)		
Common Stock	01/30/2019		S	225,500	D	\$ 2.57 (5)	42,107,580	I	See Foototes (1) (2)		

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January 31,

2005

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Expires:

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips					
here and a state of the state o	Director	10% Owner	Officer	Other				
Crestview Partners III GP, L.P. C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022		Х						
Crestview W2 Holdings, L.P. 590 MADISON AVENUE 36TH FLOOR NEW YORK, NY 10022		Х						
W Energy Partners LLC 3811 TURTLE CREEK BLVD SUITE 550 DALLAS, TX 75219		Х						
Signatures								
By: Crestview Partners III GP, L.P., By: Crestview, L.L.C., its general partner, By: /s/ Evelyn01/30/2019C. Pellicone, Chief Financial Officer01/30/2019								
<u>**</u> Signature	Date							

By: Crestview W2 Holdings, L.P., By: Crestview W2 GP, LLC, its general partner, By: /s/ Evelyn C. Pellicone, Chief Financial Officer 01/30/2019

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**Signature of Reporting Person Date

By: W Energy Partners LLC, By: /s/ Shane Hannabury, President

**Signature of Reporting Person

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).

Represents shares of Common Stock of the Issuer directly held by W Energy Partners LLC. Crestview W2 Holdings, L.P., in its capacity as a member of W Energy Partners LLC, may be deemed to have beneficial ownership of the shares of Common Stock directly held by W

- (1) Energy Partners LLC. Crestview Partners III GP, L.P. exercises voting and dispositive power over the shares of Common Stock beneficially owned by Crestview W2 Holdings, L.P., which decisions are made by the investment committee of Crestview Partners III GP, L.P.
- (2) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$2.50 to \$2.60. The reporting person undertakes to provide to the issuer, any security holders of the issuer or the staff of the

(3) Rom \$2.55 to \$2.55. The reporting person uncertaicts to provide to the issuer, any security notices of the issuer of the start of the security issuer of the start of the start of the security issuer of the start of the sta

The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$2.48 to \$2.56. The reporting person undertakes to provide to the issuer, any security holders of the issuer or the staff of the

(4) If the particle of the reporting person undertakes to provide to the issuer, any security indices of the issuer of the start of the

The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$2.48 to \$2.62. The reporting person undertakes to provide to the issuer, any security holders of the issuer or the staff of the

(5) If on \$2.46 to \$2.62. The reporting person undertakes to provide to the issuer, any security holders of the issuer of the start of

Remarks:

Remarks: Exhibit 99 - Joint Filer Information

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.

01/30/2019

Date