

Messonnier Thomas L
 Form 4
 May 10, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Messonnier Thomas L

(Last) (First) (Middle)

625 E. KALISTE SALOOM ROAD

(Street)

LAFAYETTE, LA 70508

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 STONE ENERGY CORP [SGY]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP -Planning, Mktg & Midstream

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.01 par value	05/10/2018		D	582 (1) D (1) 0		D	
Common Stock, \$0.01 par value	05/10/2018		D	21 (1) D (1) 0		I	By Spouse
Common Stock, \$0.01 par value	05/10/2018		D	16 (1) D (1) 0		I	By Daughter

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).

Stone Energy Corporation, a Delaware corporation ("Stone Energy"), Sailfish Energy Holdings Corporation, a Delaware corporation ("New Talos"), Sailfish Merger Sub Corporation, a Delaware corporation ("Merger Sub"), Talos Energy LLC, a Delaware limited liability company, and Talos Production LLC, a Delaware limited liability company, are parties to the Transaction Agreement, dated as of November 21, 2017 (the "Transaction Agreement"), pursuant to which, among other things, Merger Sub merged with and into Stone Energy (the "Merger"), with Stone Energy surviving the Merger as a direct, wholly owned subsidiary of New Talos. At the effective time of the Merger (the "Effective Time"), each share of Stone Energy common stock, par value \$0.01 per share, outstanding immediately prior to the Merger was converted automatically into the right to receive one share of New Talos common stock, par value \$0.01 per share.

(1) On the closing date of the transactions contemplated by the Transaction Agreement, Stone Energy, New Talos, Computershare Inc., a Delaware corporation ("Computershare"), and Computershare Trust Company, N.A., a federally chartered trust company (together with Computershare, the "Warrant Agent"), entered into Amendment No. 1 to Warrant Agreement pursuant to which New Talos assumed Stone Energy's obligations under the Warrant Agreement (defined below) and the warrants became exercisable for one share of New Talos common stock in lieu of each share of Stone Energy common stock. The warrants are exercisable on the same terms and conditions provided in the Warrant Agreement, dated as of February 28, 2017, between Stone Energy and the Warrant Agent (the "Warrant 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.