Messonnier Thomas L Form 4 May 10, 2018

# May 10, 2018 **FORM 4** ...

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

STONE ENERGY CORP [SGY]

3. Date of Earliest Transaction

Symbol

response... 0.5

burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

1(b).

(Last)

value

(Print or Type Responses)

Messonnier Thomas L

1. Name and Address of Reporting Person \*

(First)

(Middle)

625 E. KALISTE SALOOM I	(Month/E ROAD 05/10/2	•				Director _X_ Officer (gi below) VP -Plann		% Owner ner (specify
		Amendment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAFAYETTE, LA 70508							More than One R	
(City) (State) (S	Zip) Tabl	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Month/Day/Year) (Instr. 3)  Common	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi onAcquirec Disposed (Instr. 3,	l (A) of (D) 4 and (A) or	<b>)</b> )	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)
Stock, \$0.01 par value		D	582 (1)	D	(1)	0	D	
Common Stock, \$0.01 par value		D	21 (1)	D	(1)	0	I	By Spouse
Common Stock, \$0.01 par 05/10/2018		D	16 (1)	D	<u>(1)</u>	0	I	By Daughter

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 42.04	05/10/2018		D	2,146	(2)	03/01/2021	Common Stock, \$0.01 par value	2,146
Warrants	\$ 42.04	05/10/2018		D	75	<u>(2)</u>	03/01/2021	Common Stock, \$0.01 par value	75
Warrants	\$ 42.04	05/10/2018		D	56	(2)	03/01/2021	Common Stock, \$0.01 par value	56

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Messonnier Thomas L 625 E. KALISTE SALOOM ROAD			VP -Planning, Mktg &			
LAFAYETTE, LA 70508			Midstream			

## **Signatures**

Annette Finch, as	05/10/2018		
Attorney-in-fact	03/10/2018		
**Signature of Reporting Person	Date		

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## **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
- (1) 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
  - 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
- (2) 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.