

Apollo Management Holdings, L.P.

Form 4

August 02, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Apollo Management Holdings GP,
LLC

(Last) (First) (Middle)

9 WEST 57TH STREET, 43RD
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EP Energy Corp [EPE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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			
Class A Common Stock	07/31/2018		S		258,794	D	\$ 2.16	106,457,290	I	See note <u>(1)</u>
Class A Common Stock	08/01/2018		S		253,656	D	\$ 2.08	106,203,634	I	See note <u>(1)</u>

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apollo Management Holdings GP, LLC 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		
APOLLO INVESTMENT FUND VII L P 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		
APOLLO OVERSEAS PARTNERS (DELAWARE 892) VII LP 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		
Apollo Investment Fund (PB) VII LP 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		
Apollo Management VII, L.P. 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		
AIF VII Management, LLC 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		
Apollo Management, L.P. 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		
Apollo Management GP, LLC 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019		X		

Apollo Management Holdings, L.P.
9 WEST 57TH STREET, 43RD FLOOR
NEW YORK, NY 10019

X

Signatures

[see signatures attached as Exhibit
99.2]

08/02/2018

__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) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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