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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **January 3, 2019**

**SANCHEZ ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-35372**  
(Commission File Number)

**45-3090102**  
(I.R.S. Employer  
Identification No.)

**1000 Main Street  
Suite 3000  
Houston, Texas 77002**  
(Address of principal executive offices) (Zip Code)

**(713) 783-8000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 3, 2019, Sanchez Energy Corporation (the “*Company*”) was notified in writing by the New York Stock Exchange (the “*NYSE*”) that the decline in the Company’s total market capitalization has caused it to be out of compliance with one of the NYSE’s continued listing standards. Rule 802.01B of the NYSE’s Listed Company Manual requires that a company maintain an average market capitalization of at least \$50 million over a period of 30 consecutive trading days, unless at the same time the company’s total stockholders’ equity is equal to or greater than \$50 million.

As required by the NYSE, the Company intends to timely notify the NYSE of its intent to present a plan to meet the minimum market capitalization requirement and restore its compliance with the NYSE continued listing standards. In general, the Company has 45 days from receipt of the notice to submit a plan advising the NYSE of definitive actions the Company has taken, or is taking, that would bring it into conformity with the market capitalization listing standard within 18 months of receipt of the written notice. If the NYSE accepts the plan, the Company’s common stock, \$0.01 par value per share (the “*Common Stock*”), will continue to be listed on the NYSE during the 18-month period, subject to compliance with other NYSE continued listing standards and continued periodic review by the NYSE of the Company’s progress with respect to its plan. If the plan is not submitted on a timely basis, is not accepted, or is accepted but the Company does not make progress consistent with the plan during the plan period, the Common Stock will be subject to suspension and delisting from the NYSE. In addition, the NYSE can at any time suspend trading in a security and delist the stock if it deems it necessary for the protection of investors.

As previously disclosed in the Company’s Form 8-K filed with the Securities and Exchange Commission on December 21, 2018, the Company received written notice from the NYSE that the average closing price of its Common Stock over a period of 30 consecutive trading days was below \$1.00 per share, which is the minimum average closing price per share required to maintain listing on the NYSE under Section 802.01C of the NYSE Listed Company Manual. In accordance with applicable NYSE procedures, the Company notified the NYSE of its intent to pursue actions to meet the minimum average share price requirement and restore its compliance with the relevant standards required in Section 802.01C within the six-month period allowed by the NYSE.

Subject to the Company’s compliance with the listing requirements of the NYSE and as described above, during the 45-day period (and as applicable, the remaining portion of the six-month and, as applicable, 18-month period) referred to above, the Common Stock will continue to trade on the NYSE under the symbol “SN” with the added designation of “.BC” to indicate the status of the Common Stock as “below criteria.” If the Common Stock is suspended and delisted from the NYSE, the Company expects that the Common Stock would be quoted on an over-the-counter market, such as the OTC Pink market, although there is no assurance that an active market in the Common Stock would develop.

If trading in the Common Stock is suspended on the NYSE or the Common Stock is delisted by the NYSE for any reason, it could negatively impact the Company as it would likely reduce the liquidity and market price of the Common Stock; reduce the number of investors willing to hold or acquire the Common Stock; negatively impact the Company’s ability to access equity markets and obtain financing; and impair the Company’s ability to provide equity incentives.

**Item 7.01 Regulation FD Disclosure.**

On January 8, 2019, the Company issued a press release with respect to the receipt of the notice from the NYSE. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following materials are furnished as exhibits to this Current Report on Form 8-K:

**Exhibits**

99.1 [Press release, dated January 8, 2019, issued by Sanchez Energy Corporation.](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SANCHEZ ENERGY CORPORATION

Date: January 8, 2019

By: /s/ Cameron W. George  
Name: Cameron W. George  
Title: Interim Chief Financial Officer

**News Release****General Inquiries: (713) 783-8000**  
**[www.sanchezenergycorp.com](http://www.sanchezenergycorp.com)****Sanchez Energy Receives Notice from NYSE  
Regarding Additional Continued Listing Standard**

**HOUSTON**—(GLOBE NEWSWIRE)—Jan. 8, 2019—Sanchez Energy Corporation (NYSE: SN) today announced that it has received notice from the New York Stock Exchange (the “NYSE”) that the company does not presently meet the additional NYSE continued listing standard which requires that a company maintain an average market capitalization of at least \$50 million over a period of 30 consecutive trading days, unless at the same time the company’s total stockholders’ equity is equal to or greater than \$50 million.

In accordance with applicable NYSE procedures, the company plans to timely notify the NYSE that it intends to present a plan to meet the minimum market capitalization requirement. The NYSE provides for a period of 45 days from receipt of the notice to submit a plan advising the NYSE of definitive actions the company has taken, or is taking, that would bring it into conformity with the market capitalization listing standard within 18 months of receipt of the notice. The notice has no immediate impact on the listing of the company’s common stock, which will continue to trade on the NYSE subject to the company’s compliance with the other continued listing requirements. The company is currently evaluating its available options and developing a plan to return to conformity with the minimum market capitalization requirement.

As previously announced on Dec. 21, 2018, the company was notified by the NYSE that the average closing price of its common stock over a period of 30 consecutive trading days was below \$1.00 per share, which is the minimum average closing price per share required by the NYSE for continued listing. In accordance with applicable NYSE procedures, the company notified the NYSE of its intent to pursue actions to meet the minimum average share price requirement and restore its compliance with the relevant standards within the six-month period allowed by the NYSE.

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## **ABOUT SANCHEZ ENERGY CORPORATION**

Sanchez Energy Corporation (NYSE: SN) is an independent exploration and production company focused on the acquisition and development of U.S. onshore unconventional oil and natural gas resources, with a current focus on the Eagle Ford Shale in South Texas. For more information about Sanchez Energy Corporation, please visit our website: [www.sanchezenergycorp.com](http://www.sanchezenergycorp.com).

## **FORWARD LOOKING STATEMENTS**

This press release contains, and our officers and representatives may from time to time make, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that Sanchez Energy expects, believes or anticipates will or may occur in the future are forward-looking statements, including statements relating to the continued listing and trading of the company's common stock on the NYSE or ability to timely develop or successfully implement a plan that is acceptable to the NYSE. Known material factors that could cause the Company's actual results to differ materially from the results contemplated by such forward-looking statements include, but are not limited to, the failure to successfully execute our business and financial strategies, the failure of acquired assets and our joint ventures to perform as anticipated, the costs of operations, delays, and any other difficulties related to producing oil or gas, the price of oil or gas, the marketing and sales of produced oil and gas, the estimates made in evaluating reserves, competition, general economic conditions and the ability to manage our growth, disruptions due to extreme weather conditions, the uncertainty of the stock market and its and other factors' impact on our ability to return to conformity with NYSE's market capitalization requirement and the minimum average share price requirement and other factors described in Sanchez Energy's most recent Annual Report on Form 10-K and any updates to those risk factors set forth in Sanchez Energy's Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. Further information on such assumptions, risks and uncertainties is available in Sanchez Energy's filings with the U.S. Securities and Exchange Commission (the "SEC"). Sanchez Energy's filings with the SEC are available on our website at [www.sanchezenergycorp.com](http://www.sanchezenergycorp.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov). In light of these risks,

uncertainties and assumptions, the events anticipated by Sanchez Energy's forward-looking statements may not occur, and, if any of such events do occur, Sanchez Energy may not have correctly anticipated the timing of their occurrence or the extent of their impact on its actual results. Accordingly, you should not place any undue reliance on any of Sanchez Energy's forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and Sanchez Energy undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

**COMPANY CONTACT:**

Kevin Smith  
VP Investor Relations  
(281) 925-4828

Cham King  
Finance & Business Development  
(713) 756-2797