

Apollo Management Holdings GP, LLC  
 Form 4  
 August 08, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 08/06/2018

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) |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |              |
| Class A Common Stock            | 08/06/2018                           |  | S                              | V   | 238,139   | D  | \$ 1.98 105,465,170 I                                 | See note (1) |
| Class A Common Stock            | 08/07/2018                           |  | S                              | V   | 254,915   | D  | \$ 1.95 105,210,255 I                                 | See note (1) |

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 Repor 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<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019             |               | X         |         |       |
| APOLLO INVESTMENT FUND VII L P<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019                 |               | X         |         |       |
| APOLLO OVERSEAS PARTNERS (DELAWARE 892) VII LP<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019 |               | X         |         |       |
| Apollo Investment Fund (PB) VII LP<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019             |               | X         |         |       |
| Apollo Management VII, L.P.<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019                    |               | X         |         |       |
| AIF VII Management, LLC<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019                        |               | X         |         |       |
| Apollo Management, L.P.<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019                        |               | X         |         |       |
| Apollo Management GP, LLC<br>9 WEST 57TH STREET, 43RD FLOOR<br>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]

08/08/2018

\_\_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. 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.