

EP Energy Corp
Form SC 13G/A
February 13, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

EP Energy Corporation

(Name of Issuer)

Class A Common Stock, par value \$0.01

(Title of Class of Securities)

268785102

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 268785102

1	Name of Reporting Person: Riverstone V Everest Holdings, L.P.	
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="radio"/>	
	(b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 19,942,040
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 19,942,040
9	Aggregate Amount Beneficially Owned by Each Reporting Person 19,942,040	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 7.8%(1)	
12	Type of Reporting Person PN	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: Riverstone Energy Partners V, L.P.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input type="radio"/> o	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person PN	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: Riverstone Energy GP V, LLC	
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="radio"/>	
	(b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person OO	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: Riverstone Management Group, L.L.C.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input type="radio"/> o	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person OO	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: Riverstone Energy GP V Corp.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input type="radio"/> o	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person CO	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: Riverstone Holdings LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input type="radio"/> o	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person OO	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: Riverstone/Gower Mgmt Co Holdings, L.L.C.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input type="radio"/> o	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person OO	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: David M. Leuschen	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person IN	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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CUSIP No. 268785102

1	Name of Reporting Person: Pierre F. Lapeyre, Jr.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input type="radio"/> o	
3	SEC Use Only	
4	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 31,276,726
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 31,276,726
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,276,726	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row (9) 12.3%(1)	
12	Type of Reporting Person IN	

(1) Based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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Item 1(a).

Name of Issuer:

EP Energy Corporation

Item 1(b).

Address of Issuer's Principal Executive Offices:

1001 Louisiana Street

Houston, Texas 77002

Item 2(a).

Names of Persons Filing:

Riverstone V Everest Holdings, L.P.

Riverstone Energy Partners V, L.P.

Riverstone Energy GP V, LLC

Riverstone Management Group, L.L.C.

Riverstone Energy GP V Corp.

Riverstone Holdings LLC

Riverstone/Gower Mgmt Co Holdings, L.L.C.

David M. Leuschen

Item 2(b).

Pierre F. Lapeyre, Jr.

Address or Principal Business Office or, if none, Residence:

The principal business office for each of Riverstone V Everest Holdings, L.P., Riverstone Energy Partners V, L.P., Riverstone Energy GP V, LLC, Riverstone Management Group, L.L.C., Riverstone Energy GP V Corp., Riverstone Holdings LLC, Riverstone/Gower Mgmt Co Holdings, L.L.C., David M. Leuschen and Pierre F. Lapeyre, Jr. is:

712 Fifth Avenue, 36th Floor

New York, NY 10019

Item 2(c).

Citizenship:

Each of Riverstone V Everest Holdings, L.P. and Riverstone Energy Partners V, L.P. is a Delaware limited partnership.

Each of Riverstone Energy GP V, LLC, Riverstone Management Group, L.L.C., Riverstone Holdings LLC and Riverstone/Gower Mgmt Co Holdings, L.L.C. is a Delaware limited liability company.

Riverstone Energy GP V Corp. is a Delaware corporation.

Item 2(d).

Each of David M. Leuschen and Pierre F. Lapeyre, Jr is an individual in the USA.

Title of Class of Securities:

Class A Common Stock, par value \$0.01

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Item 2(e).

CUSIP Number:
268785102

Item 3.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4.

Ownership:

The percent of class provided for each reporting person below is based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017, as reported in EP Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 filed with the Commission on November 3, 2017.

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1. Riverstone V Everest Holdings, L.P.

a. Amount beneficially owned:

19,942,040

b. Percent of class:

7.8%

c. Number of units as to which the person has:

i. Sole power to vote or to direct the vote:

0

ii. Shared power to vote or to direct the vote:

19,942,040

iii. Sole power to dispose or to direct the disposition of:

0

iv. Shared power to dispose or to direct the disposition of:

19,942,040

2. Riverstone Energy Partners V, L.P.

a. Amount beneficially owned:

31,276,726

b. Percent of class:

12.3%

c. Number of units as to which the person has:

i. Sole power to vote or to direct the vote:

0

ii. Shared power to vote or to direct the vote:

31,276,726

iii. Sole power to dispose or to direct the disposition of:

0

iv. shared power to dispose or to direct the disposition of:

31,276,726

3. Riverstone Energy GP V, LLC

a. Amount beneficially owned:

31,276,726

b. Percent of class:

12.3%

c. Number of units as to which the person has:

- i. Sole power to vote or to direct the vote:
0
 - ii. Shared power to vote or to direct the vote:
31,276,726
 - iii. Sole power to dispose or to direct the disposition of:
0
 - iv. Shared power to dispose or to direct the disposition of:
31,276,726
- 4. Riverstone Management Group, L.L.C.
 - a. Amount beneficially owned:
31,276,726
 - b. Percent of class:
12.3%
 - c. Number of units as to which the person has:

- | | | |
|--|------|--|
| | i. | Sole power to vote or to direct the vote: |
| | | 0 |
| | ii. | Shared power to vote or to direct the vote: |
| | | 31,276,726 |
| | iii. | Sole power to dispose or to direct the disposition of: |
| | | 0 |
| | iv. | Shared power to dispose or to direct the disposition of: |
| | | 31,276,726 |
5. Riverstone Energy GP V Corp.
- | | |
|----|---|
| a. | Amount beneficially owned: |
| | 31,276,726 |
| b. | Percent of class: |
| | 12.3% |
| c. | Number of units as to which the person has: |
- | | | |
|--|------|--|
| | i. | Sole power to vote or to direct the vote: |
| | | 0 |
| | ii. | Shared power to vote or to direct the vote: |
| | | 31,276,726 |
| | iii. | Sole power to dispose or to direct the disposition of: |
| | | 0 |
| | iv. | Shared power to dispose or to direct the disposition of: |
| | | 31,276,726 |
6. Riverstone Holdings LLC
- | | |
|----|---|
| a. | Amount beneficially owned: |
| | 31,276,726 |
| b. | Percent of class: |
| | 12.3% |
| c. | Number of units as to which the person has: |
- | | | |
|--|------|--|
| | i. | Sole power to vote or to direct the vote: |
| | | 0 |
| | ii. | Shared power to vote or to direct the vote: |
| | | 31,276,726 |
| | iii. | Sole power to dispose or to direct the disposition of: |
| | | 0 |
| | iv. | Shared power to dispose or to direct the disposition of: |

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31,276,726

7. Riverstone/Gower Mgmt Co Holdings, L.L.C.

a. Amount beneficially owned:

31,276,726

b. Percent of class:

12.3%

c. Number of units as to which the person has:

i. Sole power to vote or to direct the vote:

0

ii. Shared power to vote or to direct the vote:

31,276,726

iii. Sole power to dispose or to direct the disposition of:

0

iv. Shared power to dispose or to direct the disposition of:

31,276,726

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8. David M. Leuschen
- a. Amount beneficially owned:
31,276,726
 - b. Percent of class:
12.3%
 - c. Number of units as to which the person has:
 - i. Sole power to vote or to direct the vote:
0
 - ii. Shared power to vote or to direct the vote:
31,276,726
 - iii. Sole power to dispose or to direct the disposition of:
0
 - iv. Shared power to dispose or to direct the disposition of:
31,276,726
9. Pierre F. Lapeyre, Jr.
- a. Amount beneficially owned:
31,276,726
 - b. Percent of class:
12.3%
 - c. Number of units as to which the person has:
 - i. Sole power to vote or to direct the vote:
0
 - ii. Shared power to vote or to direct the vote:
31,276,726
 - iii. Sole power to dispose or to direct the disposition of:
0
 - iv. Shared power to dispose or to direct the disposition of:
31,276,726

The reporting persons beneficially own shares of Class A common stock of EP Energy Corporation. Riverstone V Everest Holdings, L.P. is the record holder of 19,942,040 shares of Class A common stock. Riverstone Energy Partners V, L.P. is the general partner of Riverstone V Everest Holdings, L.P. Riverstone Energy GP V, LLC is the general partner of Riverstone Energy Partners V, L.P. Riverstone Energy GP V, LLC is managed by an eight person managing committee.

Mr. Leuschen and Mr. Lapeyre are the managing directors of Riverstone Management Group, L.L.C., which is the managing member of Riverstone/Gower Mgmt Co Holdings, L.L.C., which is the sole member of Riverstone Holdings LLC. Riverstone Holdings LLC is the sole shareholder of Riverstone Energy GP V Corp., which is the managing member of Riverstone Energy GP V, LLC.

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The reporting persons other than Riverstone V Everest Holdings, L.P. may be deemed to share beneficial ownership of the shares of Class A common stock owned of record by Riverstone V Everest Holdings, L.P.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:
	Not applicable.

Item 8.	Identification and Classification of Members of the Group: Not applicable.
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Item 9.	Notice of Dissolution of Group: Not applicable.
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Item 10. Certifications:
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete and correct.

Dated: February 13, 2018

RIVERSTONE V EVEREST HOLDINGS, L.P.

By Riverstone Energy Partners V, L.P., its general partner

By Riverstone Energy GP V, LLC, its general partner

By: /s/ Thomas J. Walker
Name: Thomas J. Walker
Title: Authorized Person

RIVERSTONE ENERGY PARTNERS V, L.P.

By Riverstone Energy GP V, LLC, its general partner

By: /s/ Thomas J. Walker
Name: Thomas J. Walker
Title: Authorized Person

RIVERSTONE ENERGY GP V, LLC

By: /s/ Thomas J. Walker
Name: Thomas J. Walker
Title: Authorized Person

RIVERSTONE MANAGEMENT GROUP, L.L.C.

By: /s/ Thomas J. Walker
Name: Thomas J. Walker
Title: Authorized Person

RIVERSTONE ENERGY GP V CORP.

By: /s/ Thomas J. Walker
Name: Thomas J. Walker
Title: Authorized Person

RIVERSTONE HOLDINGS LLC

By:	/s/ Thomas J. Walker
Name:	Thomas J. Walker
Title:	Authorized Person

[Signature Page Schedule 13G]

RIVERSTONE/GOWER MGMT CO HOLDINGS, L.L.C.

By: /s/ Thomas J. Walker
Name: Thomas J. Walker
Title: Authorized Person

DAVID M. LEUSCHEN

By: /s/ Thomas J. Walker
Name: Thomas J. Walker, attorney-in-fact

PIERRE F. LAPEYRE, JR.

By: /s/ Thomas J. Walker
Name: Thomas J. Walker, attorney-in-fact

[Signature Page Schedule 13G]

LIST OF EXHIBITS

Exhibit No.	Description
99.1	Joint Filing Agreement