

JVL Advisors, L.L.C.
 Form 3
 November 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
JVL Advisors, L.L.C.		(Month/Day/Year)	ROAN RESOURCES, INC. [ROAN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/07/2018		
10000 MEMORIAL DRIVE, SUITE 550			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
HOUSTON, TX 77024			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	77,604,936 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I	See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JVL Advisors, L.L.C. 10000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024	^	^ X	^	^

Signatures

/s/ John Lovoi,
Manager

11/07/2018

**Signature of _____
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Reporting Person, indirectly through its investment management arrangements with Asklepios Energy Fund, LP, Hephaestus Energy Fund, LP, Luxiver WI, LP, LVPU, LP, Midenergy Partners II, LP, Navitas Fund, LP, Blackbird 1846 Energy Fund, LP, Children's Energy Fund, LP, SPQR Energy, LP and Panakeia Energy Fund, LP, beneficially owns an approximate 73.61% interest in Roan Holdings, LLC ("Roan Holdings") and has the contractual right to nominate a majority of the members of the board of managers of Roan Holdings, which board of managers exercises voting and dispositive power over all securities held by Roan Holdings. The board of managers of Roan Holdings consists of four managers, of which the Reporting Person has nominated three. Roan Holdings holds 76,269,766 shares of Class A Common Stock of the Issuer.
- (2) The Reporting Person may be deemed to share dispositive power over the securities held by Roan Holdings; thus, it may also be deemed to be the beneficial owner of such securities. The Reporting Person disclaims any beneficial ownership of the reported securities owned by Roan Holdings in excess of the Reporting Person's pecuniary interest in such securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for Section 16 or any other purpose.
- (3) The Reporting Person is the ultimate controlling entity of each of Navitas Fund, LP, Luxiver, LP, Hephaestus Energy Fund, LP, Children's Energy Fund, LP, LVPU, LP, Asklepios Energy Fund, LP, Panakeia Energy Fund, LP and Blackbird 1846 Energy Fund, LP (collectively, the "Partnerships"). The Partnerships collectively hold 1,335,170 shares of Class A Common Stock of the Issuer. Because of its control over, and investment management relationship with, the Partnerships, the Reporting Person may be deemed to have voting and dispositive power over the securities owned by the Partnerships; thus, the Reporting Person may also be deemed to be the beneficial owner of such securities.
- (4) The Reporting Person and each Partnership disclaims any beneficial ownership of the reported securities owned by the Partnerships in excess of Reporting Person or such Partnership's pecuniary interest in such securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for Section 16 or any other purpose.

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Remarks:

This Form 3 is being filed in connection with the registration of the Issuer's Class A Common S

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.