

EP Energy Corp
Form SC 13G/A
February 07, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

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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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Korea National Oil Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Korea

5 SOLE VOTING POWER

31,276,726 shares of Class A common stock

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

31,276,726 shares of Class A common stock

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,276,726 shares of Class A common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3%

12 TYPE OF REPORTING PERSON

CO

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Item 1. (a) Name of Issuer

EP Energy
Corporation

(b) Address of Issuer's
Principal Executive
Offices

1001 Louisiana Street
Houston, Texas
77002

Item 2. (a) Name of Person
Filing

This statement is
filed by Korea
National Oil
Corporation ("KNOC").

(b) Address of Principal
Business Office or, if
none, Residence

The principal office
of KNOC is 305,
JONGGA-RO,
JUNG-GU, ULSAN,
KOREA 44538.

(c) Citizenship

KNOC is established
under the KNOC Act
of the Republic of
Korea.

(d) Title of Class of
Securities

Class A common
stock, par value \$0.01

(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.

- (a) Amount beneficially owned:
31,276,726 shares of Class A common stock.

- (b) Percent of class:
12.3%

The percentage of Class A common stock beneficially owned by KNOC is based on 254,923,001 shares of Class A common stock outstanding as of October 19, 2017 according to the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2017.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:
31,276,726 shares of Class A common stock.

- (ii) Shared power to vote or to direct the

vote:
0 shares of
Class A
common
stock.

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(iii) Sole power to dispose or to direct the disposition of:
31,276,726 shares of Class A common stock.

(iv) Shared
power to
dispose or
to direct
the
disposition
of:
0 shares of
Class A
common
stock.

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

If this statement is
being filed to report
the fact that as of the
date hereof the
reporting person has
ceased to be the
beneficial owner of
more than five
percent of the class of
securities, check the
following

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.
Not applicable.

Item 8. Identification and

Classification of
Members of the
Group.
Not applicable.

Item 9. Notice of Dissolution
of Group.
Not applicable.

Item 10. Certification.
Not applicable.

[The remainder of this page intentionally left blank.]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2018

KOREA NATIONAL OIL CORPORATION

By: /s/ Jaegu Nam

Name: Jaegu Nam

Title: Vice President of North America Business Department