

EP Energy Corp
 Form 5
 March 26, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 AI Value Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
 EP Energy Corp [EPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Affiliate of 10% Owner

C/O ACCESS INDUSTRIES,
 INC., 730 FIFTH AVENUE, 20TH
 FL

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10019

____ Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/30/2014	^	J4 ⁽¹⁾	3,556,387 D	\$ ⁽¹⁾ 0	I ⁽¹⁾ ⁽²⁾ ⁽⁶⁾	By LLC
Class A Common Stock	06/30/2014	^	G5	3,556,387 D	\$ ⁽³⁾ 0 3,556,387	I ⁽²⁾ ⁽⁶⁾	By LLC
Class A Common	^	^	^	^	^	I ⁽⁴⁾ ⁽⁶⁾	By LLC

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__Signature of Reporting Person

Date

/s/ Alejandro Moreno, Attorney-in-Fact for Len Blavatnik

03/26/2015

__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) The securities reported are held directly by AI Energy Holding LLC ("AIEH"). AI Value Holdings, LLC ("AIVH"), as part of a corporate restructuring, distributed its interests in AIEH to its members and no longer beneficially owns any securities of the Issuer.
 These securities are held directly by AIEH and are the same securities reported as disposed of by AIVH as described in footnote 1. Each of Access Industries Management, LLC and Mr. Blavatnik may be deemed to beneficially own the shares of common stock formerly held directly by AIEH because Mr. Blavatnik controls Access Industries Management, LLC, which controls AIEH.
- (2) Contribution of indirect interest in AIEH. Each of the reporting persons (other than AIVH) may be deemed to continue to beneficially own such interests following such contribution.
- (3) The securities reported are held directly by Texas Oil & Gas Holdings LLC ("TOGH"). Access Industries Management, LLC and Mr. Blavatnik may be deemed to beneficially own the shares of common stock held directly by TOGH because Mr. Blavatnik controls Access Industries Management, LLC, which controls Access Industries Holdings LLC, which holds a majority of the outstanding voting interests in RSB Limited, which holds a majority of the outstanding membership interests in TOGH.
- (4) The securities reported are held directly by Altep 2014 L.P. ("Altep 2014") and may be deemed to be beneficially owned by Mr. Blavatnik because Mr. Blavatnik controls Access Industries, Inc., which is the general partner of Altep 2014.
- (5) Each of the reporting persons disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, if any, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities for purposes of Section 16 or any other purpose.
- (6)

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Remarks:

AI Value Holdings, LLC no longer beneficially owns any securities of the issuer and is, therefore,

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.