

**MAGNOLIA OIL & GAS CORP**  
Reported by  
**MACDOUGALL MICHAEL G.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 12/13/19 for the Period Ending 12/11/19

Address      NINE GREENWAY PLAZA  
                  SUITE 1300  
                  HOUSTON, TX, 77046  
Telephone     713-842-9050  
CIK            0001698990  
Symbol        MGY  
Fiscal Year   12/31

# FORM 4

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

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

OMB APPROVAL  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> <b>MacDougall Michael G.</b> (Last) (First) (Middle) <b>C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300</b> (Street) <b>FORT WORTH, TX 76102</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Magnolia Oil &amp; Gas Corp [ MGY ]</b>					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
			3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/11/2019</b>							
			4. If Amendment, Date Original Filed (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line) <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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)			
Class A Common Stock	12/11/2019		S		3174 <sup>(5)</sup>	D	\$11.8059 <sup>(1)</sup>	2055503	I
Class A Common Stock	12/12/2019		S		50000 <sup>(5)</sup>	D	\$12.0565 <sup>(2)</sup>	2005503	I
Class A Common Stock	12/13/2019		S		12221 <sup>(5)</sup>	D	\$12.0565 <sup>(3)</sup>	1993282	I
Class A Common Stock								21961	D

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

#### Explanation of Responses:

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.74 to \$11.85, inclusive. The reporting person undertakes to provide to Magnolia Oil & Gas Corporation (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.115, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.26, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) Held through a personal vehicle.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Michael MacDougall.

#### Remarks:

- (6) Michael LaGatta is signing on behalf of Mr. MacDougall pursuant to the authorization and designation letter dated April 28,

2017, which was previously filed with the Commission.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MacDougall Michael G.</b> <b>C/O TPG GLOBAL, LLC</b> <b>301 COMMERCE STREET, SUITE 3300</b> <b>FORT WORTH, TX 76102</b>	X			

**Signatures**

/s/ Michael LaGatta on behalf of Michael MacDougall (6)

12/13/2019

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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