

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>COHEN JONATHAN Z</u> (Last) (First) (Middle) <u>C/O OSPREY ENERGY ACQUISITION CORP.</u> <u>1845 WALNUT STREET, 10TH FLOOR</u> (Street) <u>PHILADELPHIA PA 19103</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Osprey Energy Acquisition Corp [OSPR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2017</u>	
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. 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 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)	Price			

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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				
Class B Common Stock	(1)	08/09/2017		J		312,500 ⁽²⁾		(1)	(1)	Class A Common Stock	312,500	(1)	6,875,000	I	See footnote ⁽¹⁾

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1. Name and Address of Reporting Person* <u>Osprey Sponsor, LLC</u> (Last) (First) (Middle) <u>1845 WALNUT STREET, 10TH FLOOR</u> (Street) <u>PHILADELPHIA PA 19103</u> (City) (State) (Zip)

Explanation of Responses:

- The shares of Class B Common Stock are held by Osprey Sponsor, LLC and will automatically convert into shares of Class A Common Stock, par value \$0.0001 per share, of the Issuer at the time of the Issuer's initial business combination on a one-for-one basis, subject to adjustment, and have no expiration date. Jonathan Z. Cohen, Chief Executive Officer and a director of the Issuer, is the sole manager of Osprey Sponsor, LLC and has sole voting and dispositive control over the shares held by Osprey Sponsor, LLC and may be deemed the beneficial owner of such shares. Mr. Cohen disclaims beneficial ownership over any securities owned by Osprey Sponsor, LLC in which he does not have any pecuniary interest.
- As contemplated in connection with the initial public offering of units of the Issuer, these shares of the Issuer's Class B common stock were returned to the Issuer for no consideration and cancelled because the underwriter's over-allotment option was not exercised in full.

/s/ Jeffrey F. Brotman, Attorney-in-Fact 01/19/2018

/s/ Jeffrey F. Brotman, Attorney-in-Fact 01/19/2018

** 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.

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 Number.