



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4628

April 5, 2017

Frank A. Lodzinski  
President and CEO  
EarthStone Energy, Inc.  
Oak Valley Resources, LLC  
1400 Woodloch Forest Dr.  
Suite 300  
The Woodlands, TX 77380

**Re: Earthstone Energy, Inc.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed December 21, 2016**  
**File No. 001-35049**

Dear Mr. Lodzinski:

We have completed our review of your filings. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff

Sincerely,

/s/ Loan Lauren P. Nguyen *for*

H. Roger Schwall  
Assistant Director  
Office of Natural Resources