

EVOLUTION PETROLEUM CORP
 Form 4
 December 02, 2014

FORM 4 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 JVL Advisors, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 EVOLUTION PETROLEUM CORP
 [EPM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 10,000 MEMORIAL DRIVE, SUITE 550
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/28/2014

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

HOUSTON, TX 77024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 or Price | | |
| COMMON STOCK | 11/28/2014 | | P | 12,347 (1) | \$ 7.8221 (13) | 12,347 (2) | I (15) (16) See footnote 15 and 2 |
| COMMON STOCK | 11/28/2014 | | P | 4,116 (3) | \$ 7.8221 (13) | 4,116 (4) | I (15) (16) See footnote 15 and 4 |
| COMMON STOCK | 12/01/2014 | | P | 114,009 (1) | \$ 7.1758 (14) | 126,356 (2) | I (15) (16) See footnote 15 and 2 |
| COMMON STOCK | 12/01/2014 | | P | 41,032 | \$ | 45,148 (4) | I (15) (16) See |

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| | | | | | | | | |
|-----------------|------------|---|-----------------------|---|-----------------------------|--------------------------|---------------------------|---------------------------------|
| STOCK | | | <u>(3)</u> | | 7.1758 <u>(14)</u> | | | footnote 15 and 4 |
| COMMON STOCK | 12/01/2014 | P | 48,108 <u>(5)</u> | A | \$ 7.1758 <u>(14)</u> | 1,342,967 <u>(6)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 6 |
| COMMON STOCK | 12/01/2014 | P | 143,289 <u>(7)</u> | A | \$ 7.1758 <u>(14)</u> | 844,261 <u>(8)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 8 |
| COMMON STOCK | 12/01/2014 | P | 600 <u>(9)</u> | A | \$ 7.1758 <u>(14)</u> | 40,600 <u>(10)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 10 |
| COMMON STOCK | 12/01/2014 | P | 9,962 <u>(11)</u> | A | \$ 7.1758 <u>(14)</u> | 22,115 <u>(12)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 12 |
| COMMON STOCK | | | | | | 1,300,879 <u>(17)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 17 |
| COMMON STOCK | | | | | | 279,860 <u>(18)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 18 |
| COMMON STOCK | | | | | | 975,041 <u>(19)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 19 |
| COMMON STOCK | | | | | | 199,700 <u>(20)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 20 |
| COMMON STOCK | | | | | | 175,000 <u>(21)</u> | I <u>(15)</u> <u>(16)</u> | See footnote 15 and 21 |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JVL Advisors, L.L.C. 10,000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024 | | X | | |

Signatures

/s/ John Lovoi 12/02/2014

 **Signature of Date
Reporting Person

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) Represents the purchase of shares of common stock by Children's Energy Fund, LP.
- (2) Represents shares of common stock held by Children's Energy Fund, LP.
- (3) Represents the purchase of shares of common stock by LVPU, LP.
- (4) Represents shares of common stock held by LVPU, LP.
- (5) Represents the purchase of shares of common stock by Luxiver, LP.
- (6) Represents shares of common stock held by Luxiver, LP.
- (7) Represents the purchase of shares of common stock by Hephaestus Energy Fund, LP.
- (8) Represents shares of common stock held by Hephaestus Energy Fund, LP.
- (9) Represents the purchase of shares of common stock by TJS Energy Fund, LP.
- (10) Represents shares of common stock held by TJS Energy Fund, LP.
- (11) Represents the purchase of shares of common stock by Urja, LP.
- (12) Represents shares of common stock held by Urja, LP.
- (13)

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The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.73 to \$7.88. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price.

- (14) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.05 to \$7.30. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price.

- (15) The reporting person is the managing member of JVL Advisors, LLC, which is the ultimate controlling entity of each of Navitas Fund, LP, JVL Partners, LP, Asklepios Energy Fund, LP, Hephaestus Energy Fund, LP, Urja, LP, TJS Energy Fund, LP, Panakeia Energy Fund, LP, Children's Energy Fund, LP and LVPU, LP. The reporting person is a managing member of Peninsula-JVL Capital Advisors, LLC, which is the general partner of Belridge Energy Advisors, LP, and is a managing member of Lobo Baya, LLC, which is the ultimate controlling entity of Luxiver, LP.

- (16) Because of the reporting person's control of Belridge Energy Advisors, LP, Luxiver, LP, Navitas Fund LP, JVL Partners, LP, Asklepios Energy Fund, LP, Hephaestus Energy Fund, LP, Urja, LP, TJS Energy Fund, LP, Panakeia Energy Fund, LP, Children's Energy Fund, LP and LVPU, LP the reporting person may be deemed to share the power to vote and the sole power to dispose of the shares of common stock held by those entities, thus he may also be deemed to be the beneficial owner of these shares of common stock. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

- (17) Represents shares of common stock held by Belridge Energy Advisors, LP.

- (18) Represents shares of common stock held by JVL Partners, LP.

- (19) Represents shares of common stock held by Navitas Fund, LP.

- (20) Represents shares of common stock held by Asklepios Energy Fund, LP.

- (21) Represents shares of common stock held by Panakeia Energy Fund, LP.

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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