

EVOLUTION PETROLEUM CORP

Form 4

December 02, 2014

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).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

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

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

(Street)
HOUSTON, TX 77024

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

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

Edgar Filing: EVOLUTION PETROLEUM CORP - Form 4

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.

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 control number.

SEC 1474
(9-02)

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

Edgar Filing: EVOLUTION PETROLEUM CORP - Form 4

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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)

Edgar Filing: EVOLUTION PETROLEUM CORP - Form 4

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.

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.