

EVOLUTION PETROLEUM CORP
Form 4
February 29, 2016

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)
10000 MEMORIAL DRIVE, SUITE 550

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2016

____ 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 (1) (2) (3) (A) or (D) Price | | | |
| Common Stock | 02/19/2016 | | S | 80,271 (1) (2) (3) D 4.2518 (4) \$ 1,220,608 (1) (2) (5) | I | See Footnotes (1) (2) (5) | |
| Common Stock | 02/19/2016 | | S | 40,600 (1) (2) (6) D 4.2518 (4) \$ 0 (1) (2) (7) | I | See Footnotes (1) (2) (7) | |
| Common Stock | 02/19/2016 | | S | 80,270 (1) (2) (8) D 4.2518 (4) \$ 894,771 (1) (2) (9) | I | See Footnotes (1) (2) (9) | |

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

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(9-02)

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JVL Advisors, L.L.C. 10000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024 | | X | | |
| LOVOI JOHN 10000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024 | | X | | |

Signatures

JVL ADVISORS, LLC, By: /s/ John V. Lovoi, Title: Manager
Date: 02/29/2016

**Signature of Reporting Person

/s/ John V. Lovoi
Date: 02/29/2016

**Signature of 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).

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- (1) John V. Lovoi ("Lovoi") is (i) the sole member and manager of JVL Advisors, LLC ("JVL Advisors"), which is the ultimate controlling entity of Navitas Fund, LP, a Texas limited partnership ("Navitas"), and TJS Energy Fund, LP, a Delaware limited partnership ("TJS", and with Navitas, the "Partnerships"), and (ii) a managing member of Peninsula-JVL Capital Advisors, LLC, which is the general partner of Belridge Energy Advisors, LP, a Delaware limited partnership ("Belridge").

- (2) Because of their control over the Partnerships and Belridge, JVL Advisors and Lovoi may be deemed to have voting and dispositive power over the securities owned by the Partnerships and Belridge; thus, each may also be deemed to be the beneficial owner of these securities. JVL Advisors and Lovoi disclaim any beneficial ownership of the reported securities beneficially owned by the Partnerships and Belridge, as applicable, in excess of their respective pecuniary interest in such securities.

- (3) Represents Belridge's sale of shares of common stock.
- (4) Represents an average sale price for the shares of common stock - the high price was \$4.30 and the low price was \$4.25.
- (5) Represents shares of common stock held by Belridge.
- (6) Represents TJS' sale of shares of common stock.
- (7) Represents shares of common stock held by TJS.
- (8) Represents Navitas' sale of shares of common stock.
- (9) Represents shares of common stock held by Navitas.

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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