

LOVOI JOHN
Form 4
May 31, 2018

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)
05/29/2018

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/29/2018 | | S | 25,000 (1) (2) (3) D \$ 9.553 (7) | 727,460 (1) (2) (4) | I | See Footnotes (1) (2) (4) |
| Common Stock | 05/30/2018 | | S | 25,000 (1) (2) (3) D \$ 9.6148 (8) | 702,460 (1) (2) (4) | I | See Footnotes (1) (2) (4) |
| Common Stock | 05/30/2018 | | S | 10,000 (1) (2) (5) D \$ 9.6148 (8) | 1,152,953 (1) (2) (6) | I | See Footnotes (1) (2) (6) |
| Common | 05/31/2018 | | S | 20,000 D \$ | 682,460 (1) | I | See |

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| | | | | | | | |
|--------------|------------|---|-------------|--------|-----------|-----|-------------|
| Stock | | | (1) (2) (3) | 9,6109 | (2) (4) | | Footnotes |
| | | | | (9) | | | (1) (2) (4) |
| Common Stock | 05/31/2018 | S | 10,000 | \$ | 1,142,953 | (1) | See |
| | | | (1) (2) (5) | (9) | (2) (6) | I | Footnotes |
| | | | | | | | (1) (2) (6) |

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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 | | |
| LOVOI JOHN 10,000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024 | | X | | |

Signatures

JVL ADVISORS, LLC signed by John V. Lovoi, Manager, /s/ John V. Lovoi

05/31/2018

**Signature of Reporting Person

Date

/s/ John V. Lovoi

05/31/2018

Signature of Reporting Person

Date

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) 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 (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" and together with Navitas, the "Partnerships").

(2) Because of their control over, and investment management relationship with, the Partnerships, JVL Advisors and Lovoi may be deemed to have voting and dispositive power over the securities owned by the Partnerships; 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 in excess of their respective pecuniary interest in such securities.

(3) Represents Navitas' sale of shares of common stock.

(4) Represents shares of common stock held by Navitas.

(5) Represents Belridge's sale of shares of common stock.

(6) Represents shares of common stock held by Belridge.

(7) Represents a weighted average sale price for the shares of common stock - the high price was \$9.5750 and the low price was \$9.5500. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) Represents a weighted average sale price for the shares of common stock - the high price was \$9.7000 and the low price was \$9.6000. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) Represents a weighted average sale price for the shares of common stock - the high price was \$9.7000 and the low price was \$9.5500. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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