

JVL Advisors, L.L.C.

Form 4

September 12, 2018

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

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(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)

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

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

10,000 MEMORIAL DRIVE, SUITE
550

09/10/2018

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

HOUSTON, TX 77024

(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	09/10/2018		S		18,914 (1) (2) (3)	D	\$ 10.0682 (5)	530,722 (1) (2) (4)	I	See Footnotes (1) (2) (4)
Common Stock	09/11/2018		S		25,000 (1) (2) (3)	D	\$ 10.0094 (6)	505,722 (1) (2) (4)	I	See Footnotes (1) (2) (4)
Common Stock	09/12/2018		S		25,000 (1) (2) (3)	D	\$ 10.12 (7)	480,722 (1) (2) (4)	I	See Footnotes (1) (2) (4)

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)

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		
LOVOI JOHN 10,000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024		X		

Signatures

JVL ADVISORS, LLC By: /s/ John V. Lovoi Name: John V. Lovoi Title: Manager 09/12/2018

**Signature of Reporting Person Date

/s/ John V. Lovoi John V. Lovoi 09/12/2018

**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)

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John V. Lovoi ("Lovoi") is 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 (the "Partnership").

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

(3) Represents the Partnership's sale of shares of common stock.

(4) Represents shares of common stock held by the Partnership.

Represents a weighted average sale price for the shares of common stock - the high price was \$10.1000 and the low price was \$10.0000.
(5) 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.

Represents a weighted average sale price for the shares of common stock - the high price was \$10.0750 and the low price was \$10.0000.
(6) 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.

Represents a weighted average sale price for the shares of common stock - the high price was \$10.1500 and the low price was \$10.1000.
(7) 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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