

EVOLUTION PETROLEUM CORP
 Form 4
 March 24, 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 *
 LOVOI JOHN

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 500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2014

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| COMMON STOCK | 03/20/2014 | | S | 478 (1) D | \$ 12.9 | 1,300,879 (2) | I (3) (4) See footnote 3 |
| COMMON STOCK | | | | | | 279,860 (5) | I (3) (4) See footnotes 3 and 5 |
| COMMON STOCK | | | | | | 975,041 (6) | I (3) (4) See footnotes 3 and 6 |
| COMMON STOCK | | | | | | 1,294,859 (7) | I (3) (4) See footnotes 3 |

| | | | |
|--------------|---------------------|-------------------------|--------------------------------|
| COMMON STOCK | 199,700 <u>(8)</u> | I <u>(3)</u> <u>(4)</u> | and 7 See footnotes 3 and 8 |
| COMMON STOCK | 175,000 <u>(9)</u> | I <u>(3)</u> <u>(4)</u> | See footnotes 3 and 9 |
| COMMON STOCK | 700,972 <u>(10)</u> | I <u>(3)</u> <u>(4)</u> | See footnotes 3 and 10 |
| COMMON STOCK | 40,000 <u>(11)</u> | I <u>(3)</u> <u>(4)</u> | See footnotes 3 and 11 |
| COMMON STOCK | 12,153 <u>(12)</u> | I <u>(3)</u> <u>(4)</u> | See footnotes 3 and 12 |

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.

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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

X

LOVOI JOHN
10,000 MEMORIAL DRIVE, SUITE 500
HOUSTON, TX 77024

Signatures

/s/ John V.
Lovoi

03/24/2014

**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) Represents the sale of shares of common stock by Belridge Energy Advisors, LP.
- (2) Represents shares of common stock held by Belridge Energy Advisors, LP.

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, and PanakeiaEnergy Fund 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.
- (3) 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, and PanakeiaEnergy Fund 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.
- (4) Represents shares of common stock held by JVL Partners, LP.
- (5) Represents shares of common stock held by Navitas Fund, LP.
- (6) Represents shares of common stock held by Luxiver, LP.
- (7) Represents shares of common stock held by Asklepios Energy Fund, LP.
- (8) Represents shares of common stock held by Panakeia Energy Fund, LP.
- (9) Represents shares of common stock held by Hephaestus Energy Fund, LP.
- (10) Represents shares of common stock held by TJS Energy Fund, LP.
- (11) Represents shares of common stock held by Urja, LP.
- (12) Represents shares of common stock held by Luxiver, 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.