

LOVOI JOHN
Form 4/A
May 31, 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)
10000 MEMORIAL DRIVE, SUITE
550

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2018

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

(Street)
HOUSTON, TX 77024

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/22/2018

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	05/18/2018		S		22,135	D	\$ 9,3195	1,226,850 ⁽¹⁾	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u>
					<u>(1)</u> <u>(2)</u> <u>(3)</u>		<u>(10)</u>	<u>(2)</u> <u>(4)</u>		
Common Stock								804,377 ⁽¹⁾	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(5)</u>
								<u>(2)</u> <u>(5)</u>		
Common Stock								133,361 ⁽¹⁾	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(6)</u>
								<u>(2)</u> <u>(6)</u>		
Common								189,124 ⁽¹⁾	I	See

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Stock					(2) (7)		Footnotes (1) (2) (7)
Common Stock					158,364 (1) (2) (8)	I	See Footnotes (1) (2) (8)
Common Stock	05/21/2018	S	50,000 (1) (2) (3)	D \$ 9.4875 (11)	1,176,850 (1) (2) (4)	I	See Footnotes (1) (2) (4)
Common Stock					804,377 (1) (2) (5)	I	See Footnotes (1) (2) (5)
Common Stock					133,361 (1) (2) (6)	I	See Footnotes (1) (2) (6)
Common Stock					83,603 (1) (2) (9)	I	See Footnotes (1) (2) (9)
Common Stock					189,124 (1) (2) (7)	I	See Footnotes (1) (2) (7)
Common Stock					158,364 (1) (2) (8)	I	See Footnotes (1) (2) (8)
Common Stock	05/22/2018	S	25,000 (1) (2) (3)	D \$ 9.524 (12)	1,151,850 (1) (2) (4)	I	See Footnotes (1) (2) (4)
Common Stock					804,377 (1) (2) (5)	I	See Footnotes (1) (2) (5)
Common Stock					133,361 (1) (2) (6)	I	See Footnotes (1) (2) (6)
Common Stock					83,603 (1) (2) (9)	I	See Footnotes (1) (2) (9)
Common Stock					189,124 (1) (2) (7)	I	See Footnotes (1) (2) (7)
Common Stock					158,364 (1) (2) (8)	I	See Footnotes (1) (2) (8)

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 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. 10000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024		X		
LOVOI JOHN 10000 MEMORIAL DRIVE SUITE 550 HOUSTON, TX 77024		X		

Signatures

JVL ADVISORS, LLC signed by: /s/ John V. Lovoi	05/31/2018
<u> </u> **Signature of Reporting Person	Date
/s/ John V. Lovoi	05/31/2018
<u> </u> **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 (i) the sole member and manager of JVL Advisors, LLC ("JVL Advisors"), which is the ultimate controlling entity of Asklepios Energy Fund, LP, a Texas limited partnership ("Asklepios"), Hephaestus Energy Fund, LP, a Delaware limited partnership ("Hephaestus"), Children's Energy Fund, LP, a Delaware limited partnership ("Children's Fund"), LVPU, LP, a Delaware limited partnership ("LVPU"), and Panakeia Energy Fund, LP, a Delaware limited partnership ("Panakeia"), and (ii) managing member of Lobo Baya, LLC, which is the ultimate controlling entity of Luxiver, LP, a Delaware limited partnership ("Luxiver", and collectively with Asklepios, Hephaestus, Children's Fund, LVPU, and Panakeia, the "Partnerships"). JVL Advisors is party to an investment management agreement with Luxiver that gives JVL Advisors voting and dispositive power over the securities owned by Luxiver; thus, JVL Advisors may be deemed an ultimate controlling entity of Luxiver.

- (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 Luxiver's sale of shares of common stock.
- (4) Represents shares of common stock held by Luxiver.
- (5) Represents shares of common stock held by Hephaestus.
- (6) Represents shares of common stock held by Children's Fund.
- (7) Represents shares of common stock held by Asklepios.
- (8) Represents shares of common stock held by Panakeia.
- (9) Represents shares of common stock held by LVPU.
- (10) Represents a weighted average sale price for the shares of common stock - the high price was \$9.35 and the low price was \$9.30. 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.
- (11) Represents a weighted average sale price for the shares of common stock - the high price was \$9.75 and the low price was \$9.20. 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.
- (12) Represents a weighted average sale price for the shares of common stock - the high price was \$9.80 and the low price was \$9.30. 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.

Remarks:

This amendment is being filed to correct a scrivener's error with regards to the number of shares of common stock owned by the

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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