

EVOLUTION PETROLEUM CORP
 Form 4/A
 March 02, 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)
 ___X___ 10% Owner
 ____ Other (specify below)

HOUSTON, TX 77024

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/29/2016

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)
Common Stock				(A) or (D)	279,860 ⁽¹⁾ <u>(2) (3) (4)</u>	I	See Footnotes <u>(1) (2) (3) (4)</u>
Common Stock				(A) or (D)	1,342,967 ⁽¹⁾ <u>(2) (3) (5)</u>	I	See Footnotes <u>(1) (2) (3) (5)</u>
Common Stock				(A) or (D)	175,000 ⁽¹⁾ <u>(2) (3) (6)</u>	I	See Footnotes <u>(1) (2) (3) (6)</u>
Common				(A) or (D)	844,261 ⁽¹⁾	I	See

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Stock						<u>(2)</u> <u>(3)</u> <u>(7)</u>		Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(7)</u>	
Common Stock						147,456 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u>	
Common Stock						84,963 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(9)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(9)</u>	
Common Stock						199,700 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(10)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(10)</u>	
Common Stock						1,300,879 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(11)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(11)</u>	
Common Stock	02/19/2016		S	160,541 <u>(1)</u> <u>(2)</u> <u>(12)</u>	D	\$ 4.2518 <u>(13)</u>	814,500 <u>(1)</u> <u>(2)</u> <u>(14)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(14)</u> <u>(11)</u>

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... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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

03/02/2016

__Signature of Reporting Person

Date

/s/ John V. Lovoi

03/02/2016

__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 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"), JVL Partners, LP, a Texas limited partnership ("JVL Partners"), TJS Energy Fund, LP, a Delaware limited partnership ("TJS"), Hephaestus Energy Fund, LP, a Delaware limited partnership ("Hephaestus"), Asklepios Energy Fund, LP, a Texas limited partnership ("Asklepios"), Panakeia Energy Fund, LP, a Delaware limited partnership ("Panakeia"), Children's Energy Fund, LP, a Delaware limited partnership ("Children's"), and LVPU, LP, a Delaware limited partnership ("LVPU").

(2) Lovoi is (i) a managing member of Lobo Baya, LLC, which is the ultimate controlling entity of Luxiver, LP, a Delaware limited partnership ("Luxiver", and collectively with Navitas, JVL Partners, TJS, Hephaestus, Asklepios, Panakeia, Children's and LVPU, 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").

(3) 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.

(4) Represents shares of common stock held by JVL Partners following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.

(5) Represents shares of common stock held by Luxiver following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.

(6) Represents shares of common stock held by Panakeia following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.

(7) Represents shares of common stock held by Hephaestus following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.

(8) Represents shares of common stock held by Children's following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.

(9) Represents shares of common stock held by LVPU following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.

(10) Represents shares of common stock held by Asklepios following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.

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- (11) Represents shares of common stock held by Belridge following the sales of shares of common stock held by TJS and Navitas on February 19, 2016.
- (12) Represents Navitas' sale of shares of common stock. This Amendment to Form 4 reflects that the 80,271 shares of common stock previously reported to be sold by Belridge were sold by Navitas.
- (13) Represents an average sale price for the shares of common stock - the high price was \$4.30 and the low price was \$4.25.
- (14) 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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