LOVOI JOHN
Form 4
February 15, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JVL Advisors, L.L.C.

(Last) (First) (Middle)

10,000 MEMORIAL DRIVE, SUITE 550

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EVOLUTION PETROLEUM CORP [EPM]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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	02/13/2018		S		6,759 (1) (2) (3)	D	$ 8.0006 (15)	1,316,455 (1) (2) (4)	I	See Footnotes (1) (2) (4)
Common Stock	02/13/2018		S		2,580 (1) (2) (5)	D	$ 8.0006 (15)	841,681 (1) (2) (6)	I	See Footnotes (1) (2) (6)
Common Stock	02/13/2018		S		953 (1) (2) (7)	D	$ 8.0006 (15)	146,503 (1) (2) (8)	I	See Footnotes (1) (2) (8)
Common	02/13/2018		S		572 (1)	D	$	84,391 (1) (2)	I	See

Stock			[2] [9]		8.0006 [15]	[10]		Footnotes [1] [2] [10]
Common Stock	02/13/2018	S	422 [1] [2] [11]	D	$ 8.0006 [15]	195,013 [1] [2] [12]	I	See Footnotes [1] [2] [12]
Common Stock	02/13/2018	S	648 [1] [2] [13]	D	$ 8.0006 [15]	167,170 [1] [2] [14]	I	See Footnotes [1] [2] [14]
Common Stock	02/14/2018	S	3,861 [1] [2] [3]	D	$ 8.0056 [16]	1,312,594 [1] [2] [4]	I	See Footnotes [1] [2] [4]
Common Stock	02/14/2018	S	2,159 [1] [2] [5]	D	$ 8.0056 [16]	839,522 [1] [2] [6]	I	See Footnotes [1] [2] [6]
Common Stock	02/14/2018	S	801 [1] [2] [7]	D	$ 8.0056 [16]	145,702 [1] [2] [8]	I	See Footnotes [1] [2] [8]
Common Stock	02/14/2018	S	485 [1] [2] [9]	D	$ 8.0056 [16]	83,906 [1] [2] [10]	I	See Footnotes [1] [2] [10]
Common Stock	02/14/2018	S	342 [1] [2] [11]	D	$ 8.0056 [16]	194,671 [1] [2] [12]	I	See Footnotes [1] [2] [12]
Common Stock	02/14/2018	S	553 [1] [2] [13]	D	$ 8.0056 [16]	166,617 [1] [2] [14]	I	See Footnotes [1] [2] [14]
Common Stock	02/15/2018	S	2,484 [1] [2] [3]	D	$ 8.0006 [17]	1,310,110 [1] [2] [4]	I	See Footnotes [1] [2] [4]
Common Stock	02/15/2018	S	1,388 [1] [2] [5]	D	$ 8.0006 [17]	838,134 [1] [2] [6]	I	See Footnotes [1] [2] [6]
Common Stock	02/15/2018	S	511 [1] [2] [7]	D	$ 8.0006 [17]	145,191 [1] [2] [8]	I	See Footnotes [1] [2] [8]
Common Stock	02/15/2018	S	303 [1] [2] [9]	D	$ 8.0006 [17]	83,603 [1] [2] [10]	I	See Footnotes [1] [2] [10]
Common Stock	02/15/2018	S	223 [1] [2] [11]	D	$ 8.0006 [17]	194,448 [1] [2] [12]	I	See Footnotes [1] [2] [12]
Common Stock	02/15/2018	S	339 [1] [2] [13]	D	$ 8.0006 [17]	166,278 [1] [2] [14]	I	See Footnotes [1] [2] [14]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owne Follo Repo 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

/s/ John V. Lovoi, Manager for JVL ADVISORS, LLC — 02/15/2018

**Signature of Reporting Person — Date

/s/ John V. Lovoi — 02/15/2018

**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 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"). Lovoi is a 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 a 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 Hephaestus' sale of shares of common stock.

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

(7) Represents Children's Fund's sale of shares of common stock.

(8) Represents shares of common stock held by Children's Fund.

(9) Represents LVPU's sale of shares of common stock.

(10) Represents shares of common stock held by LVPU.

(11) Represents Asklepios' sale of shares of common stock.

(12) Represents shares of common stock held by Asklepios.

(13) Represents Panakeia's sale of shares of common stock.

(14) Represents shares of common stock held by Panakeia.

(15) Represents an average sale price for the shares of common stock - the high price was $8.25 and the low price was $7.90.

(16) Represents an average sale price for the shares of common stock - the high price was $8.05 and the low price was $7.90.

(17) Represents an average sale price for the shares of common stock - the high price was $8.05 and the low price was $7.75.

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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