SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* **LOVOI JOHN** (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) **11/20/2012** 4. If Amendment, Date of 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) X Form filed by One Reporting Person ___ 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	11/20/2012		P		9,898[1]	A	$7.56[2]	114,898[3]	I[4][5]	See footnote 4.
Common stock	11/21/2012		P		15,892[1]	A	$7.6[6]	130,790[3]	I[4][5]	See footnote 4.
Common stock								1,403,158[7]	I[4][5]	See footnote 4.
Common stock								175,274[8]	I[4][5]	See footnote 4.
Common stock								279,860[9]	I[4][5]	See footnote 4.
Common stock								1,969,510[10]	I[4][5]	See footnote 4.
Common stock								1,120,998[11]	I[4][5]	See footnote 4.

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents the purchase of shares of common stock by Asklepios Energy Fund, LP.

2. The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $7.52 to $7.60. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

3. Represents shares of common stock held by Asklepios Energy Fund, LP.

4. 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, Navitas Fund (QP), L.P., and Asklepios Energy 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.

5. Because of the reporting person's control of Belridge Energy Advisors, LP, Luxiver, LP, Navitas Fund LP, JVL Partners, LP, Navitas Fund (QP), L.P., and Asklepios Energy 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.

6. The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $7.55 to $7.65. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

7. Represents shares of common stock held by Navitas Fund LP.

8. Represents shares of common stock held by Navitas Fund (QP), L.P.

9. Represents shares of common stock held by JVL Partners, LP.

10. Represents shares of common stock held by Belridge Energy Advisors, LP.

11. Represents shares of common stock held by Luxiver, LP.

/s/ John V. Lovoi	11/23/2012
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.