

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **July 17, 2018**

Evolution Petroleum Corporation

(Exact name of registrant as specified in its charter)

001-32942

(Commission File Number)

Nevada

(State or Other Jurisdiction of Incorporation)

41-1781991

(I.R.S. Employer Identification No.)

1155 Dairy Ashford Road, Suite 425, Houston, Texas 77079

(Address of Principal Executive Offices)

(713) 935-0122

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement.

On July 18, 2018, Evolution Petroleum Corporation (the "Company") announced results of a agreement to acquire oil and gas assets. As previously disclosed on May 15, 2018, the Company had entered into a Purchase and Sale Agreement ("PSA") to acquire, as the stalking horse bidder, certain oil and gas assets from an affiliate of Enduro Resource Partners LLC ("Enduro") for a purchase price of \$27.5 million, subject to the outcome of Enduro's Chapter 11 process. This process included an extended period of open bidding by third parties and an auction held on July 17, 2018 for qualified bidders. The Company and three other parties participated in the bidding and formal auction process. The auction concluded and one of the other bidders prevailed at a price exceeding the Company's final bid, which surpassed its initial stalking horse bid of \$27.5 million, while remaining compatible with Company's acquisition criteria. Consequently, and pursuant to the terms of the PSA, Evolution will receive from Enduro a breakup fee and expense reimbursements totaling \$1.1 million for its role as the stalking horse bidder.

The Company's initial and subsequent bids represented offers under Section 363 of the U.S. Bankruptcy Code in connection with the Chapter 11 filing of Enduro and certain of its affiliates. Such offers are commonly referred to as "stalking horse" bids and are subject to higher bids, in accordance with the bidding procedures approved by the Bankruptcy Court. The PSA provided the Company with certain important protections in this process, including a break-up fee plus expense reimbursement totaling \$1.1 million if Enduro accepts a higher bid for the oil and gas assets.

Item 7.01 Regulation FD Disclosure.

On July 18, 2018, the Company issued a press release announcing the results of a bidding process in connection with a Purchase and Sale Agreement to acquire certain oil and gas assets from an affiliate of Enduro Resource Partners LLC. The press release is furnished herewith as Exhibit 99.1.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Evolution Petroleum Corporation News Release regarding Auction Results, dated July 18, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Evolution Petroleum Corporation
(Registrant)

Dated: July 19, 2018

By:	<u>/s/ David Joe</u>
Name:	David Joe
Title:	Senior Vice President and Chief Financial Officer



Evolution Petroleum Announces Results from Enduro Assets Auction

Houston, TX, July 18, 2018 /Evolution Petroleum Corporation (NYSE American: EPM) today announced the results of the previously announced signing of agreement to acquire oil and gas assets. On May 15, 2018 Evolution announced the signing of a Purchase and Sale Agreement (PSA) to acquire certain oil and gas assets from an affiliate of Enduro Resource Partners LLC (Enduro) as the stalking horse bidder with a purchase price of \$27.5 million, subject to the outcome of Enduro's Chapter 11 process. The process included an extended period of open bidding by third parties and an auction for qualified bidders including Evolution held on July 17, 2018.

Evolution, as well as three additional parties, participated in the bidding and formal auction process. The auction concluded and one of the other bidders prevailed at a price well above both Evolution's initial stalking horse bid of \$27.5 million and its subsequent bids that were in line with Evolution's acquisition criteria.

Consequently, and pursuant to the terms of the PSA entered into in May as previously disclosed, Evolution will receive from Enduro a breakup fee and expense reimbursements totaling \$1.1 million for its role as the stalking horse bidder.

"Although we did not win this bidding process the Company remains focused on acquiring long life producing properties in its areas of interest, with the intent of supporting and growing its cash dividend to shareholders," commented Bob Herlin, Executive Chairman and CEO.

Evolution seeks acquisitions that meet the following criteria:

the substantial majority of the value is attributable to proved developed producing reserves; reserves are long-life; properties are in locations with access to markets and stable regulatory environments; transactions

that will provide a reasonable target rate of return on a risk-adjusted basis; transactions appropriate for the size and capabilities of the Company; and transactions supportive of the Company's cash dividend.

While these criteria serve as our primary objectives, Evolution is continuously evaluating a wide range of opportunities based on market availability. The goal of the Company is to build a more diversified asset portfolio over time to support our dividend program.

Transaction Funding and Capital Available

Evolution retains substantial liquidity, primarily in the form of cash on hand, which totaled \$27.2 million as of March 31, 2018 and will be enhanced by the \$1.1 million payment described above. The Company remains debt free and has \$40 million of undrawn borrowing base availability under its credit agreement. Accordingly, with these resources, the Company continues to evaluate asset acquisition opportunities.

About Evolution Petroleum

Evolution Petroleum Corporation is an independent oil and gas company focused on delivering a sustainable dividend yield to its shareholders through the ownership, acquisition and management of producing oil and gas properties in the U.S. The Company's long-term goal is to build a diversified portfolio of oil and gas assets primarily through acquisition, while seeking opportunities to maintain and increase production through selective development, production enhancement and other exploitation efforts on its properties. Additional information, including the Company's most recent annual report on Form 10-K and its quarterly reports on Form 10-Q, is available on its website at www.EvolutionPetroleum.com.

Cautionary Statement

All forward-looking statements contained in this press release regarding potential results and future plans and objectives of the Company involve a wide range of risks and uncertainties. Statements herein using words such as "believe," "expect," "plans," "outlook" and words of similar meaning are forward-looking statements. Although our expectations are based on business, engineering, geological, financial and operating assumptions that we believe to be reasonable, many factors could cause actual results to differ materially from our expectations and we can give no assurance that our goals will be achieved. These factors

and others are detailed under the heading "Risk Factors" and elsewhere in our periodic documents filed with the SEC. The Company undertakes no obligation to update any forward-looking statement.

Company Contact:

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