# 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): September 11, 2013

# **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.)

2500 City West Blvd., Suite 1300, Houston, Texas 77042 (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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the exchange Act (17 CFR 240.14a-12)

o 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))

# Item 2.02 Results of Operations and Financial Condition.

On September 11, 2013, Evolution Petroleum Corporation (the "Company") issued a press release reporting on financial and operating results for the Fiscal Year and Quarter ended June 30, 2013. A copy of the press release, dated September 11, 2013, is furnished herewith as Exhibit 99.1.

This information is furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, unless specifically incorporated by reference in a document filed under the Securities Act of 1933, as amended, or the Exchange Act. By filing this report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by Item 2.02.

Description

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Exhibit 99.1

## 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.

Dated: September 13, 2013

Evolution Petroleum Corporation (Registrant)

 By:
 /s/ Robert S. Herlin

 Name:
 Robert S. Herlin

 Title:
 Chairman of the Board, President and Chief Executive Officer (Principal Executive)

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# INDEX TO EXHIBITS

Exhibit No. Exhibit 99.1 Description Evolution Petroleum Corporation Press Release, dated September 11, 2013.

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**Company Contact:** Sterling McDonald, VP & CFO (713) 935-0122 smcdonald@evolutionpetroleum.com

## **Evolution Petroleum Posts Record Recurring Results for Fiscal 2013**

Compared to Fiscal 2012:

- 2013 Earnings per share climbed 36%
- Full year revenues increased 19%
- Delhi Proved Reserves volumes increased by 23%

Houston, TX, September 11, 2013 — Evolution Petroleum Corporation (NYSE MKT: EPM) today reported operating highlights for the fiscal year ("FY13") and quarter ("Q4-13") ended June 30, 2013.

Highlights include:

- Earned \$6.0 million, or \$0.19 per diluted share, a 32% increase in total and a 36% increase in earnings per share for the year
- · Increased annual revenues in FY13 by 19% to record \$21.3 million
- Delhi sales volumes increased 33% for the year to 495 net barrels of oil ("BO") per day (6,684 gross), while fourth quarter Delhi volumes declined 6% from the prior quarter to 532 net BO per day (7,188 gross)
- · Q4-13 earnings declined sequentially to \$0.9 million, or \$0.03 per diluted share, on 10% lower revenues of \$5.4 million
- Proved Reserves increased 2.4% overall to 13.8 million barrels of oil equivalent ("BOE"), with Delhi reserves increasing 23% to 13.5 million BOE, more than offsetting a reduction of 2.3 million BOE from the sale of noncore assets in other fields
- · Successfully installed GARP® technology on two additional wells with substantial production gains in both wells

Delhi production continued to perform well during the year and into Q4-13, and its contribution to revenue more than offset the sale of our Giddings Field production. Fourth quarter Delhi production, however, was reduced by scheduled plant work, infill drilling and the previously disclosed June release of fluids and subsequent remediation work. The reduction in sales volumes at Delhi that is due to the ongoing remediation of the fluid release is expected to continue into the second quarter of fiscal 2014, which is the fourth calendar

quarter of 2013, when CO<sub>2</sub> injection is expected to be restored in the area of the Delhi Field affected by the fluids release. Oil production in the affected area is expected to return to pre-spill rates following renewal of CO<sub>2</sub> injection. We anticipate that our 24% back-in working interest should begin contributing significantly to financial results by the third quarter of fiscal 2014, which is the first calendar quarter of 2014.

The GARP® business continued to move forward during the quarter with the installation of the technology in two wells, including one that had been previously abandoned. Both wells have responded positively as expected in re-establishing material commercial production, and we are moving forward in other commercialization efforts.

Subsequent to fiscal yearend, the operator plugged back one well in our Mississippian Lime project to perforate and hydraulically fracture high in the formation. Production testing is underway, but previous results that did not meet our expectations led us to reduce our interest in April.

Robert Herlin, President and CEO, stated "With these overall results, we are evaluating methods for rewarding our shareholders in ways that efficiently transfer the value that we have created. As part of that process, during fiscal 2013 we concentrated staff and capital on core assets and projects that offer substantial near term potential impact on share value and cash flow."

#### Financial Results for the Quarter Ended June 30, 2013

Revenues for Q4-13 were \$5.4 million, a 10% sequential decrease from Q3-13. Quarterly net income to common shareholders was \$0.9 million, or \$0.03 per share diluted, a 58% decrease from Q3-13's \$2.2 million, or \$0.07 per share diluted. The decline in revenue is primarily due to a 5% decrease in Delhi volumes due to scheduled maintenance, infill drilling, remediation of the June fluids release and a 6% decline in Delhi oil price. Total quarterly sales volumes were 583 BOE per day, a 7% decrease that included the Delhi decline and reduced volumes in Giddings due to property divestments.

Lease operating expense during Q4-13 declined 14% from the previous quarter due to reduced workovers in Giddings and Lopez Fields and the sale of the remaining nonGARP® producing properties in the Giddings Field.

Earnings were further impacted by higher, generally nonrecurring general and administrative costs including significant legal expenses related to updating and renewing our shelf registration and ongoing litigation, and costs related to an engineering study commissioned to evaluate recovery of natural gas liquids at Delhi that led to recognition of substantial added proved, probable and possible reserves there. Also very significant was the recognition during the quarter of a much higher income tax rate resulting primarily from property divestments that effectively unwound statutory depletion that was applied in the prior three quarters.

For fiscal 2013, net income to common shareholders increased 32% to \$6.0 million, or \$0.19 per diluted share, compared to \$4.5 million, or \$0.14 per diluted share, in fiscal 2012. Revenues increased 19% to \$21.3

million compared to fiscal 2012 due to a 9% increase in volumes to 621 BOE per day and a 9% increase in blended product price to \$94 per BOE from \$86 per BOE in fiscal 2012. The increase in volumes over 2012 was due primarily to a 33% increase in Delhi volumes, primarily offset by a 43% decrease in Giddings volumes due to normal production declines and the sale of all of our noncore, nonGARP® assets during the year.

For the full year, lease operating expense decreased 8% to \$7.56 per BOE due primarily to the sale of Giddings producing wells. Depreciation and depletion expense increased 14% to \$1.3 million, or \$5.53 per BOE, due to higher volumes and elimination of projected future capital expenditures for proved drilling locations in divested Giddings properties, partly offset by higher projected future capital expenditures at Delhi associated with installation of an NGL recovery plant. General and administrative costs increased 22% over fiscal 2012 to \$7.5 million due primarily to higher legal costs, compensation expense, divestment transaction costs that are required to be charged to operating expense instead of being netted against sale proceeds and fees associated with the NGL engineering study.

#### Reserves as of June 30, 2013

As previously reported, our independent reservoir engineers assigned the following reserves as of June 30, 2013:

Reserves as of 6/30/2013 (1)						
Oil MBO	NGL MBL	Gas MMCF	Equiv MBOE		PV-10 (MM)	
10,078	9	23	10,090	\$	382.1	
2,705	971		3,676		76.8	
12,783	980	23	13,766	\$	459.0*	
3,561			3,561		75.2	
4,394	1,035	13,407	7,663		59.8	
7,955	1,035	13,407	11,224	\$	135.0	
2,671			2,671		22.8	
730	193	566	1,017		9.7	
3,401	193	566	3,688	\$	32.5	
	Oil MBO 10,078 2,705 12,783 3,561 4,394 7,955 2,671 730	Oil MBO         NGL MBL           10,078         9           2,705         971           12,783         980           3,561         10,035           4,394         1,035           7,955         1,035           2,671         193	Oil MBO         NGL MBL         Gas MMCF           10,078         9         23           2,705         971	Oil MBO         NGL MBL         Gas MMCF         Equiv MBOE           10,078         9         23         10,090           2,705         971         3,676           12,783         980         23         13,766           3,561         3,561         3,561           4,394         1,035         13,407         7,663           7,955         1,035         13,407         11,224           2,671         2,671         2,671           730         193         566         1,017	Oil MBO         NGL MBL         Gas MMCF         Equiv MBOE           10,078         9         23         10,090         \$           2,705         971         3,676         3,676           12,783         980         23         13,766         \$           3,561         3,561         3,561         3,561           4,394         1,035         13,407         7,663         \$           7,955         1,035         13,407         11,224         \$           2,671         2,671         2,671         \$           730         193         566         1,017         \$	

(1) Numbers in tables may not sum due to rounding.

## FY 2014 Capital Budget

The board of directors has approved a FY-14 capital budget of at least \$18 million that includes \$17 million for Delhi and \$1 million to \$3 million for additional GARP® installations. The Delhi capital commitment is contingent upon the actual timing of our working interest reversion. Capital expenditures in our Mississippian Lime project are dependent on a successful test of the upper zone in one of our previously drilled wells.

Funding of FY-14 capital expenditures will be provided by working capital on hand as of June 30, 2013.

#### **Conference Call**

As previously announced, Evolution Petroleum will host a conference call on Thursday, September 12<sup>th</sup> at 11:00 a.m. Eastern (10:00 a.m. Central) to discuss results. To access the call, please dial 1-800-860-2442 (U.S.), 1-412-858-4600 (International) or 1-866-605-3582 (Canada).

### **About Evolution Petroleum**

Evolution Petroleum Corporation develops incremental petroleum reserves and shareholder value by applying conventional and specialized technology to known oil and gas resources, onshore in the United States. Principal assets as of June 30, 2013 include 13.8 MMBOE of proved, 11.2 MMBOE of probable reserves, 3.7 MMBOE of possible reserves, and no debt. Assets include a CO<sub>2</sub>-EOR project with growing production in Louisiana's Delhi Field and producing wells and proved drilling locations in the Lopez Field in Texas. Other assets include an interest in a joint venture in the Mississippian Lime play in Kay County, OK with probable reserves and a patented artificial lift technology designed to extend the life and ultimate recoveries of wells with oil or associated water production. Additional information, including the Company's 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 statements contained in this press release regarding potential results and future plans and objectives of the Company are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update or review any forward-looking statement, whether as a result of new information, future events, or otherwise. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, those factors that are disclosed under the heading "Risk Factors" and elsewhere in our documents filed from time to time with the United States Securities and Exchange Commission and other regulatory authorities. Statements regarding our ability to complete transactions, successfully apply technology applications in the re-development of oil and gas fields, realize future production volumes, realize success in our

drilling and development activity and forecasts of legal claims, prices, future revenues and income and cash flows and other statements that are not historical facts contain predictions, estimates and other forward-looking statements. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved and these statements will prove to be accurate. Important factors could cause actual results to differ materially from those included in the forward-looking state statements.

\* PV-10 of proved reserves is a pre-tax non-GAAP measure reconciled to the after-tax Standardized Measure of Future Net Cash Flows below. We believe that the presentation of the non-GAAP financial measure of PV-10 provides useful and relevant information to investors because of its wide use by analysts and investors in evaluating the relative monetary significance of oil and natural gas properties, and as a basis for comparison of the relative size and value of our reserves to other companies' reserves. We also use this pre-tax measure when assessing the potential return on investment related to oil and natural gas properties and in evaluating acquisition opportunities. Because there are many unique factors that can impact an individual company when estimating the amount of future income taxes to be paid, we believe the use of a pre-tax measure is valuable for evaluating our Company. PV-10 is not a measure of financial

or operating performance under GAAP, nor is it intended to represent the current market value of our estimated oil and natural gas reserves. PV-10 should not be considered in isolation or as a substitute for the Standardized Measure as defined under GAAP, and reconciled below. Probable reserves are not recognized by GAAP, and therefore the PV-10 of probable reserves cannot be reconciled to a GAAP measure.

The following table provides a reconciliation of PV-10 of each of our proved properties to the Standardized Measure.

	For the Years Ended June 30				
	2013			2012	
	<i>.</i>		<i>.</i>		
Estimated future net revenues	\$	865,335,587	\$	858,510,526	
10% annual discount for estimated timing of future cash flows		(406,373,713)		(412,995,901)	
Estimated future net revenues discounted at 10% (PV-10)		458,961,874		445,514,625	
Estimated future income tax expenses discounted at 10%		(151,741,175)		(161,917,132)	
Standardized Measure	\$	307,220,699	\$	283,597,493	

- Financial Tables to Follow -

## Evolution Petroleum Corporation and Subsidiaries Consolidated Statements of Operations (Unaudited)

	Three Months Ended June 30,			Year Ended June 30,				
2		2013		2012		2013		2012
Revenues	<u></u>		¢	4 22 4 677	¢	20,000,401	¢	
Crude oil	\$	5,354,565	\$	4,334,677	\$	20,686,401	\$	16,547,415
Natural gas liquids		19,933		120,442		253,167		620,187
Natural gas		25,251		126,827		410,352		794,436
Total revenues		5,399,749		4,581,946		21,349,920		17,962,038
Operating Costs								
Lease operating expense		452,911		430,387		1,713,833		1,708,235
Production taxes		10,774		18,839		66,905		66,764
Depreciation, depletion and amortization		371,865		302,623		1,300,207		1,136,974
Accretion of discount on asset retirement obligations		16,222		20,793		72,312		77,505
General and administrative expenses *		2,196,431		1,689,195		7,495,309		6,143,286
Total operating costs		3,048,203		2,461,837		10,648,566		9,132,764
Income from operations		2,351,546		2,120,109		10,701,354		8,829,274
Other								
Interest income		5,855		5,565		22,580		25,728
Interest (expense)		(16,445)		(16,373)		(65,745)		(21,950)
Income before income taxes		2,340,956		2,109,301		10,658,189		8,833,052
Income tax provision		1,228,368		1,014,144		4,029,761		3,700,922
Net Income	\$	1,112,588	\$	1,095,157	\$	6,628,428	\$	5,132,130
Dividends on Preferred Stock		168,576		168,576		674,302		630,391
Net income available to common shareholders	\$	944,012	\$	926,581	\$	5,954,126	\$	4,501,739
Basic	\$	0.03	\$	0.03	\$	0.21	\$	0.16

Diluted	\$ 0.0	<u>\$ 0.03</u>	\$ 0.19	\$ 0.14
Weighted average number of common shares				
Basic	28,615,51	1 27,858,815	28,205,467	27,784,298
Diluted	32,141,28	31,766,049	31,975,131	31,609,929

\*General and administrative expenses for the three months ended June 30, 2013 and 2012 included non-cash stock-based compensation expense of \$391,943 and \$349,961, respectively. For the corresponding one-year periods, non-cash stock-based compensation expense was \$1,531,745 and \$1,475,995, respectively.

# Evolution Petroleum Corporation and Subsidiaries Consolidated Balance Sheets (Unaudited)

		June 30, 2013		June 30, 2012
Assets				
Current assets				
Cash and cash equivalents	\$	24,928,585	\$	14,428,548
Certificates of deposit		250,000		250,000
Receivables				
Oil and natural gas sales		1,632,853		1,343,347
Joint interest partner		49,063		96,151
Income taxes		281,970		92,885
Other		918		190
Deferred tax asset		26,133		325,235
Prepaid expenses and other current assets		266,554		233,433
Total current assets		27,436,076		16,769,789
Property and equipment, net of depreciation, depletion, and amortization				
Oil and natural gas properties — full-cost method of accounting, of which \$4,112,704 and \$6,042,094 at				
June 30, 2013 and 2012, respectively, were excluded from amortization		38,789,032		40,476,172
Other property and equipment		52,217		92,271
Total property and equipment		38,841,249		40,568,443
Advances to joint interest operating partner		26,059		1,366,921
Other assets		252,912		250,333
		252,512		200,000
Total assets	\$	66,556,296	\$	58,955,486
Tiskilities and Carelle Ident' Excite				
Liabilities and Stockholders' Equity Current liabilities				
Accounts payable	\$	642,018	\$	407,570
Due to joint interest partner	Ŷ	127,081	Ŷ	3,217,975
Accrued payroll		1,385,494		1,005,624
Royalties payable		91,427		294,013
State and federal taxes payable		233,548		91,967
Other current liabilities		153,182		71,768
Total current liabilities		2,632,750		5,088,917
Long term liabilities				
Deferred income taxes		8,418,969		6,205,093
Asset retirement obligations		615,551		968,677
Deferred rent		52,865		70,011
Total liabilities		11,720,135		12,332,698
Commitments and contingencies (Note 14)				
Stockholders' equity				
Preferred stock, par value \$0.001; 5,000,000 shares authorized: 8.5% Series A Cumulative Preferred				
Stock, 1,000,000 shares designated, 317,319 shares issued and outstanding at June 30, 2013 and 2012, respectively, with a total liquidation preference of \$7,932,975 (\$25.00 per share)		317		317
Common stock; par value \$0.001; 100,000,000 shares authorized; issued 29,410,858 shares at June 30, 2013				
and 28,670,424 at June 30, 2012; outstanding 28,608,969 shares and 27,882,224 shares as of June 30, 2012 and 2012, respectively.		20 410		20 670
2013 and 2012, respectively		29,410		28,670
Additional paid-in capital		31,813,239		29,416,914
Retained earnings		24,013,035		18,058,909
		55,856,001		47,504,810

Treasury stock, at cost, 801,889 shares and 788,200 shares as of June 30, 2013 and 2012, respectively		(1,019,840)	 (882,022)
Total stockholders' equity	5	54,836,161	 46,622,788
Total liabilities and stockholders' equity	\$ 6	66,556,296	\$ 58,955,486

# Evolution Petroleum Corporation and Subsidiaries Consolidated Condensed Statements of Cash Flows (Unaudited)

ash Flows From Operating Activities		Year Ended June 30, 2013 2012			
		2015		2012	
Net income (loss) attributable to the Company	\$	6,628,428	\$	5,132,13	
Adjustments to reconcile net income (loss) to net cash provided by operating activities:	•	-,,	-	-,,	
Depreciation, depletion and amortization		1,341,055		1,150,45	
Stock-based compensation		1,531,745		1,475,99	
Accretion of asset retirement obligations		72,312		77,50	
Settlement of asset retirement obligations		(90,531)		(61,93	
Deferred income taxes		2,512,978		2,549,59	
Deferred rent		(17,146)		(15,40	
Changes in operating assets and liabilities:					
Receivables from oil and natural gas sales		(289,506)		216,05	
Receivables from income taxes and other		(189,813)		(64,19	
Due to/from joint interest partners		(9,947)		139,70	
Prepaid expenses and other current assets		(33,121)		(165,5	
Accounts payable and accrued expenses		538,057		379,8	
Royalties payable		(202,586)		(448,6	
Income taxes payable		141,581		9,8	
Net cash provided by operating activities		11,933,506		10,375,4	
sh Flows from Investing Activities					
Proceeds from asset sales		3,479,976		799,6	
Development of oil and natural gas properties		(4,163,080)		(3,291,92	
Acquisitions of oil and natural gas properties		(755,194)		(3,768,1	
Capital expenditures for other equipment		(/ 00,10 1)		(61,1	
Advances to joint venture operating partner				(224,2)	
Maturities of certificates of deposit				(== :,=	
Other assets		(32,160)		(35,0	
Net cash used in investing activities		(1,470,458)		(6,580,9	
ash Flows from Financing Activities					
Proceeds from issuance of preferred stock, net				6,930,5	
Proceeds from issuance of perfected stock		32			
Proceeds from the exercise of stock options		70,719			
Purchases of treasury stock		(137,818)		-	
Preferred stock dividends paid		(674,302)		(630,3	
Deferred loan costs		(16,211)		(163,2	
Windfall tax benefit		794,569		249,7	
Net cash provided by financing activities		36,989		6,386,6	
Net increase in cash and cash equivalents		10,500,037		10,181,1	
Cash and cash equivalents, beginning of period		14,428,548		4,247,43	
	\$	24,928,585	\$	14,428,54	

Our supplemental disclosures of cash flow information for the years ended June 30, 2013 and 2012 are as follows:

	Year Ended June 30,			
		2013		2012
Income taxes paid	\$	699,874	\$	895,000
Income tax refunds and net operating loss carry-back received	\$	_	\$	—
Non-cash transactions:				
Change in accounts payable used to acquire oil and natural gas leasehold interests and				
develop oil and natural gas properties	\$	157,675	\$	(196,396)
Change in due to joint venture partner used to acquire oil and natural gas leasehold				
interests and develop oil and natural gas properties	\$	(1,692,997)	\$	1.958.029
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Oil and natural gas property costs attributable to the recognition of asset retirement	\$ 65,575	\$ 93,522
obligations		

# Information on Oil and Natural Gas Operations

		Year Ended June 30					%
		2013		2012		Variance	change
Sales Volumes, net to the Company:							
Delhi — crude oil Royalty (Bbl)		180,658		136,074		44,584	32.8%
Other properties							
Crude oil (Bbl)		15,721		15,006		715	4.8%
NGLs (Bbl)		7,272		12,611		(5,339)	(42.3)%
Natural gas (Mcf)		139,006		266,787		(127,781)	(47.9)%
Crude oil, NGLs and natural gas (BOE)		226,819		208,156		18,663	9.0%
Revenue data:							
Delhi — crude oil	\$	19,219,036	\$	15,143,770	\$	4,075,266	26.9%
Other properties							
Crude oil		1,467,365		1,403,645		63,720	4.5%
NGLs		253,167		620,187		(367,020)	(59.2)%
Natural gas		410,352		794,436		(384,084)	(48.3)%
Total revenues	\$	21,349,920	\$	17,962,038	\$	3,387,882	18.9%
Average price:							
Delhi — crude oil	\$	106.38	\$	111.29	\$	(4.91)	(4.4)%
Other properties							
Crude oil (per Bbl)	\$	93.34	\$	93.54	\$	(0.20)	(0.2)%
NGLs (per Bbl)	Ψ	34.81	Ψ	49.18	Ψ	(14.37)	(29.2)%
Natural gas (per Mcf)		2.95		2.98		(0.03)	(1.0)%
Crude oil, NGLs and natural gas (per BOE)	\$	94.13	\$	86.29	\$	7.84	9.1%
2013	Ψ	5 1.15	Ψ	00.25	Ψ	7.01	5.170
Expenses (per BOE)							
Lease operating expense	\$	7.56	\$	8.21	\$	(0.65)	(7.9)%
Production taxes	\$	0.29	\$	0.32	\$	(0.03)	(9.4)%
Depletion expense on oil and natural gas properties (a)	\$	5.53	\$	5.22	\$	0.31	6.0%

(a) Excludes depreciation of office equipment, furniture and fixtures, and other assets of \$44,998 and \$49,954, for the years ended June 30, 2013 and 2012, respectively.

###