

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**EVOLUTION PETROLEUM CORPORATION**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation or organization)

**41-1781991**  
(IRS Employer Identification No.)

**2500 City West Blvd., Suite 1300, Houston, Texas 77042**  
(Address of principal executive offices and zip code)

**(713) 935-0122**  
(Registrant's telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class to be so registered**  
8.5% Series A Cumulative Preferred Stock

**Name of Each Exchange On Which Registered**  
NYSE Amex

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement file number to which this form relates. 333-168107.

Securities to be registered pursuant to Section 12(g) of the Act: None.

**Item 1. Description of Registrant's Securities to be Registered.**

This Registration Statement relates to the registration under the Securities Exchange Act of 1934, as amended, of shares of 8.5% Series A Cumulative Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock"), of Evolution Petroleum Corporation, a Nevada corporation (the "Registrant"). The description of the Series A Preferred Stock to be registered hereunder is set forth under the caption "Description of Series A Preferred Stock" in the Registrant's Prospectus Supplement with respect to the Series A Preferred Stock (the "Prospectus Supplement") filed on June 29, 2011 pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended, relating to the Registrant's Registration Statement on Form S-3 (File No. 333-168107), as amended, which became effective as of September 2, 2010. The Prospectus Supplement, including the description of the Series A Preferred Stock therein, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

- 3.1 Articles of Incorporation (Previously filed as an exhibit to the Company's Current Report on Form 8-K on February 7, 2002)
- 3.2 Certificate of Amendment to Articles of Incorporation (Previously filed as an exhibit to the Company's Current Report on Form 8-K on February 7, 2002)
- 3.3 Certificate of Amendment to Articles of Incorporation (Previously filed as an exhibit to Form SB 2/A on October 19, 2005)
- 3.4 Amended and Restated Bylaws (Previously filed as an exhibit to Form 10KSB on March 31, 2004)
- 3.5\* Form of 8.5% Series A Cumulative Preferred Stock Certificate
- 4.1 Certificate of Designation of Rights and Preferences of 8.5% Series A Cumulative Preferred Stock, dated June 29, 2011 (Previously filed as an exhibit to the Company's Current Report on Form 8-K on June 29, 2011)

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Evolution Petroleum Corporation**

Date: June 29, 2011

By: /s/ Robert S. Herlin  
Robert S. Herlin  
Chairman & Chief Executive Officer

**EXHIBIT INDEX**

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NUMBER  
EPA

SHARES

# EVOLUTION PETROLEUM CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

SEE REVERSE FOR CERTAIN DEFINITIONS

8.5% SERIES A CUMULATIVE PREFERRED STOCK

CUSIP 30049A 20 6

THIS CERTIFIES THAT:

IS THE OWNER OF

FULLY PAID AND NON-ASSESSABLE SHARES OF 8.5% SERIES A CUMULATIVE PREFERRED STOCK OF \$.001 PAR VALUE EACH OF

**EVOLUTION PETROLEUM CORPORATION**

transferable on the books of the Corporation in person or by attorney upon surrender of this certificate duly endorsed or assigned. This certificate and the shares represented hereby are subject to the laws of the State of Nevada, and to the Articles of Incorporation and Bylaws of the Corporation, as now or hereafter amended. This certificate is not valid until countersigned by the Transfer Agent.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED:

*[Signature]*  
SECRETARY



COUNTERSIGNED:

CONTINENTAL STOCK TRANSFER & TRUST COMPANY  
JERSEY CITY, N.J.  
TRANSFER AGENT

BY:

*[Signature]*  
PRESIDENT

AUTHORIZED OFFICER

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common

UNIF GIFT MIN ACT - ..... Custodian (Minor)

TEN ENT - as tenants by the entireties

JT TEN - as joint tenants with right of survivorship and not as tenants in common

Under Uniform Gifts to Minors Act (Date)

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_

PLEASE PRINT OR TYPE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE

\_\_\_\_\_ Shares of the stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

\_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

THE SIGNATURE TO THE ASSIGNMENT MUST CORRESPOND TO THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER, AND MUST BE GUARANTEED BY A COMMERCIAL BANK OR TRUST COMPANY OR A MEMBER FIRM OF A NATIONAL OR REGIONAL OR OTHER RECOGNIZED STOCK EXCHANGE IN CONFORMANCE WITH A SIGNATURE GUARANTEE MEDALLION PROGRAM.