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): April 2, 2012

Evolution Petroleum Corporation
(Exact name of registrant as specified in its charter)

001-32942
(Commission File Number)

Nevada	**41-1781991**
(State or Other Jurisdiction of Incorporation)	(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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Evolution Petroleum Corporation (the "Company") disclosed that the Board of Directors adopted effective as of October 15, 2012 the creation of the position of Lead Director to preside over meetings of the Board of Directors during executive meetings of the independent directors not attended by the Chairman. The Board of Directors further elected E. J. DiPaolo to serve as Lead Director until the earlier of the next Annual Shareholder Meeting or the Board elects a new Lead Director.

The Company further disclosed that the Board of Directors adopted effective as of October 15, 2012 a Majority Voting Policy for Directors whereby any nonemployee director that is unopposed for election and subsequently receives a greater number of "withheld" votes than votes "for" his or her election at the Annual Shareholder Meeting shall immediately tender their resignation to the Board of Directors. Within sixty days after tender of the resignation, the Nominating and Corporate Governance Committee must recommend to the Board of Directors whether to accept such resignation, reject the resignation or take some other appropriate action. The Board of Directors will act on the Committee's recommendation at the first regularly scheduled meeting following the Nominating and Corporate Governance Committee recommendation, but no later than a period one hundred twenty days after the recommendation. A copy of the Majority Vote Policy is attached hereto as Exhibit 99.1 and is also published on the Company's website at http://www.evolutionpetroleum.com/company_governance.html.

The Company further disclosed that the Board of Directors adopted effective as of April 2, 2012 a Stock Retention Policy applicable to all Directors, executive officers and other employees at varying levels of required retention. The Stock Retention Policy provides that (i) nonemployee directors and executive officers are required to retain a number of shares, or other equivalent equity awards, equal to sixty percent of the number of said awards received in the trailing three years as long term incentives, (ii) other corporate officers or managers are required to retain a number of shares, or other equivalent equity awards, equal to sixty percent of the number of said awards received in the trailing two years as long term incentives, and (iii) all other employees are required to retain a number of shares, or other equivalent equity awards, equal to sixty percent of the number of said awards received in the trailing one year as long term incentives, Directors and employees shall have the later of two years from the time of first employment or from the date of adoption of this policy to reach compliance on a *pro rata* basis. A copy of the Stock Retention Policy is attached hereto as Exhibit 99.2 and is also published on the Company's website at http://www.evolutionpetroleum.com/company_governance.html.

Item 9.01. Exhibits.

(d) *Exhibits*

Exhibit No.	Description
99.1	Majority Voting Policy for Directors
99.2	Stock Retention Policy for Directors and Employees

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: October 31, 2012

By: /s/ Sterling H. McDonald
Name: Sterling H. McDonald
Title: Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit No.	Document Description
99.1	Majority Voting Policy for Directors
99.2	Stock Retention Policy for Directors and Employees

Exhibit 99.1

Evolution Petroleum Corporation

Majority Voting Policy for Directors

October 11, 2012

Any nonemployee nominee for director in an uncontested election (i.e., an election where the only nominees are those recommended by the Board) who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "**Majority Withheld Vote**") shall promptly tender his or her resignation following certification of the shareholder vote.

The Nominating and Corporate Governance Committee, no later than sixty (60) days following such tender, will consider the tendered resignation and recommend to the Board whether to accept or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the "withheld" votes. In making this recommendation, the Committee will consider all factors deemed relevant by its members including, without limitation, the underlying reasons why shareholders "withheld" votes for election from such director (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company, whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation or governing document, and whether or not accepting the resignation is in the best interests of the Company and its shareholders.

The Board will act on the Committee's recommendation no later than at its first regularly scheduled meeting following the recommendation of the Nominating and Corporate Governance Committee, but in any case, no later than 120 days following the certification of the shareholder vote. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. The Company will promptly publicly disclose the Board's decision and process in a periodic or current report filed with the Securities and Exchange Commission.

Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, such director shall remain active and engaged in all other Committee and Board activities, deliberations and decisions during this Committee and Board process.

If a majority of the members of the Committee receive a Majority Withheld Vote at the same election, then the Committee will appoint a Board committee composed of two or more directors that are either not subject to this policy or who did not receive a Majority Withheld Vote at the same election (the "**Temporary Committee**") solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. If the only directors that qualify for the Temporary Committee constitute two or fewer directors, then all directors may participate in the Board consideration regarding whether or not to accept the tendered resignations.

This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.

Exhibit 99.2

Evolution Petroleum Corporation
Stock Retention Policy for Directors and Employees
April 2, 2012

The Compensation Committee of the Board of Directors will be responsible for monitoring compliance with this policy.

Each nonemployee director shall be required to retain the number of shares, or other equivalent equity awards, equal to (60) Sixty percent of the total number of said awards received in the trailing three years, excluding stock awards taken in lieu of cash retainer.

Each executive officer shall be required to retain the number of shares, or other equivalent equity awards, equal to (60) Sixty percent of the number of said awards received in the trailing three years as long term incentives.

Each other corporate officer or manager shall be required to retain the number of shares, or other equivalent equity awards, equal to (60) Sixty percent of the number of shares or equivalent equity awards received in the trailing two years as long term incentives.

All other employees shall be required to retain the number of shares, or equivalent equity awards, equal to (60) Sixty percent of the number of shares or equivalent equity awards received in the trailing one year as long term incentives.

Unvested stock options are not included in either determining the required retention levels or in meeting the required retention levels.

Equity awards with shared ownership and retained in an entity controlled by the director or employee count in full towards the required retention and compliance.

Directors and employees shall have the later of two years from the time of first employment or from the date of adoption of this policy to reach compliance with this policy on a pro rata basis.

Directors and employees may petition the Compensation Committee for temporary waiver of policy due to special circumstances.

Any change in control event as defined in the 2004 Stock Plan shall terminate all requirements under this policy. Noncompliance without waiver by a director will be a consideration in the annual director nomination process by the Nominating and Governance Committee. Noncompliance without waiver by an employee will be a consideration in the annual compensation process by the Compensation Committee or management, as appropriate.

This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.

Sales or trading stock shall only occur during an open trading window that will be determined and notice will be provided to all employees and directors on a regular basis. This excludes 10b5-1 Plans provided to and verified by the company.