

JVL Advisors, L.L.C.
Form 4
July 02, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JVL Advisors, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
EVOLUTION PETROLEUM CORP
[EPM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10000 MEMORIAL DRIVE, SUITE 550

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2018

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

HOUSTON, TX 77024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	06/28/2018		S		\$ 29,336 (1) (2) (3)	D	10.1158 (7)	\$ 653,124 (1) (2) (4)	I	See Footnotes (1) (2) (4)
Common Stock	06/28/2018		S		\$ 11,882 (1) (2) (5)	D	10.1158 (7)	\$ 409,708 (1) (2) (6)	I	See Footnotes (1) (2) (6)
Common Stock	06/29/2018		S		\$ 103,488 (1) (2) (3)	D	\$ 9.894 (8)	\$ 549,636 (1) (2) (4)	I	See Footnotes (1) (2) (4)

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

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John V. Lovoi ("Lovoi") is (i) a managing member of Lobo Baya, LLC, which is the ultimate controlling entity of Luxiver, LP, a Delaware limited partnership ("Luxiver") and (ii) the sole member and manager of JVL Advisors, LLC ("JVL Advisors"), which is the ultimate controlling entity of Navitas Fund LP, a Texas limited partnership ("Navitas", and together with Luxiver, the "Partnerships"). JVL Advisors is party to an investment management agreement with Luxiver that gives JVL Advisors voting and dispositive power over the securities owned by Luxiver; thus, JVL Advisors may be deemed an ultimate controlling entity of Luxiver.

- Because of their control over, and investment management relationship with, the Partnerships, JVL Advisors and Lovoi may be deemed to have voting and dispositive power over the securities owned by the Partnerships; thus, each may also be deemed to be the beneficial owner of these securities. JVL Advisors and Lovoi disclaim any beneficial ownership of the reported securities beneficially owned by the Partnerships in excess of their respective pecuniary interest in such securities.
- (2) Represents Navitas' sale of shares of common stock.
 - (3) Represents shares of common stock held by Navitas.
 - (4) Represents Luxiver's sale of shares of common stock.
 - (5) Represents shares of common stock held by Luxiver.

- Represents a weighted average sale price for the shares of common stock - the high price was \$10.3000 and the low price was \$10.0000.
- (7) The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- Represents a weighted average sale price for the shares of common stock - the high price was \$10.1000 and the low price was \$9.8000.
- (8) The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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

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