

EVOLUTION PETROLEUM CORP
Form SC 13D/A
February 17, 2015

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

Schedule 13D/A
Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Evolution Petroleum Corporation
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

30049A107
(CUSIP Number)

John V. Lovoi

10000 Memorial Drive, Suite 550

Houston, Texas 77024

(713) 579-2617

Copies to:

Timothy T. Samson

Thompson & Knight LLP

Edgar Filing: EVOLUTION PETROLEUM CORP - Form SC 13D/A

333 Clay Street, Suite 3300

Houston, TX 77002

(713) 654-8111

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 30049A107

- (1) Names of Reporting Persons
 John V.
 Lovoi
- (2) Check the Appropriate Box if a (a)
 Member of a Group (See Instructions) (b) x
- (3) SEC Use Only
- (4) Source of Funds (See Instructions) AF
 Check if Disclosure of Legal
- (5) Proceedings is Required Pursuant to ..
 Items 2(d) or 2(e)
 Citizenship or
- (6) Place of Texas, United States
 Organization
- (7) Sole Voting Power 0
- Number of (8) Shared Voting Power 5,390,727
 Shares Beneficially (9) Sole Dispositive
 Power 0
- Owned by
- Each (10) Shared Dispositive 5,390,727
 Power shares
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned 5,390,727
 by Each Reporting Person shares
- (12) Check if the Aggregate Amount in Row (11)..
 Excludes Certain Shares (See Instructions)
- (13) Percent of Class Represented by 16.41% ⁽¹⁾
 Amount in Row (11)
- (14) Type of Reporting Person (See IN
 Instructions)

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

JVL
Advisors,
LLC

(2) Check the Appropriate Box if a (a)
Member of a Group (See Instructions) (b) x

(3) SEC Use Only

(4) Source of Funds (See Instructions) AF

Check if Disclosure of Legal

(5) Proceedings is Required Pursuant to ..

Items 2(d) or 2(e)

Citizenship or

(6) Place of Texas, United States

Organization

(7) Sole Voting Power 0

Number of (8) Shared Voting Power 5,390,727
shares

Shares (9) Sole Dispositive 0
Beneficially Power

Owned by

Each (10) Shared Dispositive 5,390,727
Power shares

Reporting

Person With

(11) Aggregate Amount Beneficially Owned 5,390,727
by Each Reporting Person shares

(12) Check if the Aggregate Amount in Row (11) ..

Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by 16.41% (1)
Amount in Row (11)

(14) Type of Reporting Person (See OO
Instructions)

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
 Navitas
 Fund, LP
- (2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
 x
- (3) SEC Use Only
- (4) Source of Funds (See Instructions) WC
 Check if Disclosure of Legal
- (5) Proceedings is Required Pursuant to Items 2(d) or 2(e) Citizenship or ..
- (6) Place of Organization Texas, United States
- (7) Sole Voting Power 975,041 shares
- Number of (8) Shared Voting Power 0
- Shares (9) Sole Dispositive 975,041
 Beneficially Power shares
- Owned by
- Each (10) Shared Dispositive Power 0
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 975,041 shares
- Check if the Aggregate Amount in Row
- (12)(11) Excludes Certain Shares (See Instructions) ..
- (13) Percent of Class Represented by Amount in Row (11) 2.97% (1)
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

Luxiver,
LP

(2) Check the Appropriate Box if a Member of (a)
a Group (See Instructions) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is..

Required Pursuant to Items 2(d) or 2(e)

Citizenship or

(6) Place of Delaware, United States

Organization

(7) Sole Voting Power 1,342,967
shares

Number of (8) Shared Voting Power 0

Shares (9) Sole Dispositive Power 1,342,967
Beneficially shares

Owned by

Each (10) Shared Dispositive Power 0

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by 1,342,967
Each Reporting Person shares

(12) Check if the Aggregate Amount in Row (11) ..

Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in 4.09% (1)
Row (11)

(14) Type of Reporting Person (See PN
Instructions)

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
TJS Energy
Fund, LP
- (2) Check the Appropriate Box if a Member of a Group (See Instructions) ^(a)
(b)
x
- (3) SEC Use Only
- (4) Source of Funds (See Instructions) WC
- (5) Check if Disclosure of Legal Proceedings is..
Required Pursuant to Items 2(d) or 2(e)
Citizenship or
- (6) Place of Organization Delaware, United States
- (7) Sole Voting Power 40,600
shares
- Number of (8) Shared Voting Power 0
- Shares (9) Sole Dispositive Power 40,600
Beneficially shares
- Owned by
- Each (10) Shared Dispositive Power 0
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 40,600
shares
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..
- (13) Percent of Class Represented by Amount in Row (11) 0.12%
⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

Hephaestus
Energy
Fund, LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)
x

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is.. Required Pursuant to Items 2(d) or 2(e)
Citizenship or

(6) Place of Organization Delaware, United States

	(7) Sole Voting Power	844,261 shares
Number of	(8) Shared Voting Power	0
Shares	(9) Sole Dispositive Power	844,261 shares
Beneficially		

Owned by

Each	(10) Shared Dispositive Power	0
------	-------------------------------	---

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 844,261 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11) 2.57%
(1)

(14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
 Asklepios
 Energy
 Fund, LP
- (2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
 x
- (3) SEC Use Only
- (4) Source of Funds (See Instructions) WC
 Check if Disclosure of Legal
- (5) Proceedings is Required Pursuant to Items 2(d) or 2(e) Citizenship or ..
- (6) Place of Organization Texas, United States
- (7) Sole Voting Power 199,700 shares
- Number of (8) Shared Voting Power 0
- Shares (9) Sole Dispositive 199,700
- Beneficially Power shares
- Owned by
- Each (10) Shared Dispositive 0
- Power
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 199,700 shares
- Check if the Aggregate Amount in Row
- (12)(11) Excludes Certain Shares (See Instructions) ..
- (13) Percent of Class Represented by Amount in Row (11) .61% (1)
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

Panakeia
Energy
Fund, LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	
(b)	
	x

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is..
Required Pursuant to Items 2(d) or 2(e)
Citizenship or

(6) Place of Organization Delaware, United States

(7) Sole Voting Power	175,000
	shares
Number of (8) Shared Voting Power	0
Shares (9) Sole Dispositive Power	175,000
Beneficially	shares

Owned by

Each (10) Shared Dispositive Power	0
------------------------------------	---

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 175,000 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11) .53% ⁽¹⁾

(14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

URJA, LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	
(b)	
	x

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
Citizenship or

(6) Place of Organization Delaware, United States

(7) Sole Voting Power	22,115
	shares
Number of (8) Shared Voting Power	0
Shares (9) Sole Dispositive Power	22,115
Beneficially	shares

Owned by

Each (10) Shared Dispositive Power	0
------------------------------------	---

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 22,115 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11) 0.07% (1)

(14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

Children's
Energy
Fund, LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)
x

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is.. Required Pursuant to Items 2(d) or 2(e)
Citizenship or

(6) Place of Organization Delaware, United States

	(7) Sole Voting Power	143,956 shares
Number of	(8) Shared Voting Power	0
Shares	(9) Sole Dispositive Power	143,956 shares
Beneficially		

Owned by

Each	(10) Shared Dispositive Power	0
------	-------------------------------	---

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 143,956 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11) .44% (1)

(14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

LVPU, LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	
(b)	
	x

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) Citizenship or

(6) Place of Organization Delaware, United States

(7) Sole Voting Power	66,348 shares
Number of (8) Shared Voting Power	0
Shares (9) Sole Dispositive Power	66,348 shares
Beneficially	

Owned by

Each (10) Shared Dispositive Power	0
------------------------------------	---

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 66,348 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11) 0.20% (1)

(14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

Belridge
Energy
Advisors,
LP

(2) Check the Appropriate Box if a Member of (a)
a Group (See Instructions) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is..
Required Pursuant to Items 2(d) or 2(e)
Citizenship or

(6) Place of Organization Delaware, United States

(7) Sole Voting Power 1,300,879
shares

Number of (8) Shared Voting Power 0

Shares (9) Sole Dispositive Power 1,300,879
Beneficially shares

Owned by

Each (10) Shared Dispositive Power 0

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,300,879
shares

(12) Check if the Aggregate Amount in Row (11) ..
Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) 3.99% (1)

(14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

CUSIP No. 30049A107

(1) Names of Reporting Persons

JVL
Partners,
LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	
(b)	
x	

(3) SEC Use Only

(4) Source of Funds (See Instructions) WC

Check if Disclosure of Legal

(5) Proceedings is Required Pursuant to Items 2(d) or 2(e) Citizenship or ..

(6) Place of Organization Texas, United States

(7) Sole Voting Power 279,860 shares

Number of (8) Shared Voting Power 0

Shares (9) Sole Dispositive 279,860

Beneficially

Owned by

Each (10) Shared Dispositive Power 0

Reporting

Person With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 279,860 shares

Check if the Aggregate Amount in Row

(12)(11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11) 0.85% (1)

(14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 32,860,087 shares of common stock outstanding as of February 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on February 6, 2015). All of the numbers of shares beneficially owned and percentages of shares beneficially owned reported in this Schedule 13D/A are, subject to the prior sentence, as of December 31, 2014.

This Amendment No. 6 to Schedule 13D (this “Amendment No. 6”) is being filed with respect to the common stock, par value \$0.001 per share (the “Evolution Common Stock”), of Evolution Petroleum Corporation, a Nevada corporation (“Evolution”), to amend the Schedule 13D filed on November 3, 2008 (the “Original Schedule 13D”), as amended by Amendment No. 1 to the Original Schedule 13D filed on July 14, 2009 (“Amendment No. 1”), Amendment No. 2 to the Original Schedule 13D filed on November 18, 2011 (“Amendment No. 2”), Amendment No. 3 to the Original Schedule 13D filed on October 30, 2012 (“Amendment No. 3”), and Amendment No. 4 to the Original Schedule 13D filed on March 11, 2014 (“Amendment No. 4”), Amendment No. 5 to the Original Schedule 13D filed on December 4, 2014 (“Amendment No. 5” and collectively with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4, the “Schedule 13D”) and is being filed on behalf of Mr. John V. Lovoi, JVL Advisors, LLC, Belridge Energy Advisors, LP, Asklepios Energy Fund, LP, Navitas Fund, LP, Luxiver, LP, JVL Partners, LP, Panakeia Energy Fund, LP, Hephaestus Energy Fund, LP, TJS Energy Fund, LP, Urja, LP, Children’s Energy Fund, LP and LVPU, LP (collectively, the “Reporting Persons” and each a “Reporting Person”). This Amendment No. 6 is being filed to update the beneficial ownership of the Reporting Persons hereto.

Except as provided herein, this Amendment No. 6 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein but not defined have the meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer.

No modification is made to Item 1 of the Schedule 13D.

Item 2. Identity and Background.

The information in Item 2 of the Schedule 13D is hereby amended in its entirety to read as follows:

(a) This Schedule 13D is filed jointly by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities and Exchange Act of 1934 (the “Act”), as amended:

- (i) John V. Lovoi, a citizen of the United States of America (“Mr. Lovoi”);
- (ii) JVL Advisors, LLC, a Texas limited liability company (“JVL Advisors”);
- (iii) Belridge Energy Advisors, LP, a Delaware limited partnership (“Belridge”);
- (iv) Asklepios Energy Fund, LP, a Texas limited partnership (“Asklepios”);
- (v) Navitas Fund, LP, a Texas limited partnership (“Navitas”);

- (vi) Luxiver, LP, a Delaware limited partnership (“Luxiver”);
- (vii) JVL Partners, LP, a Texas limited partnership (“JVL Partners”);
- (viii) Panakeia Energy Fund, LP, a Delaware limited partnership (“Panakeia”);
- (ix) Hephaestus Energy Fund, LP; a Delaware limited partnership (“Hephaestus”);
- (x) TJS Energy Fund, LP; a Delaware limited partnership (“TJS”);
- (xi) Urja, LP; a Delaware limited partnership (“Urja”);
- (xii) Children’s Energy Fund, LP; a Delaware limited partnership (“Children’s”); and
- (xiii) LVPU, LP; a Delaware limited partnership (“LVPU”).

Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person.

The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13D. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this Schedule 13D shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this Schedule 13D held by any other person.

Certain information required by this Item 2 concerning the general partners of certain of the Reporting Persons and the controlling persons of such general partners is set forth on Schedule A hereto, which is incorporated herein by reference.

- (b) The business address of each of the Reporting Persons is 10000 Memorial Dr., Suite 550, Houston, Texas 77024.

(c) The principal business activities of JVL Partners, Navitas, Luxiver, TJS, Hephaestus, Asklepios, Panakeia, URJA, Children's and LVPU (collectively, the "Partnerships") and Belridge consist of private investment in oil and gas related opportunities. The principal business of JVL Advisors is serving as an investment manager and a controlling person of various investment funds, including the Partnerships. Mr. Lovoi's principal business activity consists of acting as a managing member of each of JVL Advisors, Peninsula – JVL Capital Advisers, LLC and Lobo Baya, LLC, each of which is the controlling entity of various investment funds.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) JVL Advisors is a Texas limited liability company; Mr. Lovoi is a citizen of the United States of America; Navitas is a Texas limited partnership; Luxiver is a Delaware limited partnership; TJS is a Delaware limited partnership; Hephaestus is a Delaware limited partnership; Asklepios is a Texas limited partnership; Panakeia is a Delaware limited partnership; URJA is a Delaware limited partnership; Children's is a Delaware limited partnership; LVPU is a Delaware limited partnership; Belridge is a Delaware limited partnership; JVL Partners is a Texas limited partnership.

Item 3. Source and Amount of Funds or Other Consideration.

All of the funds used to purchase the Shares reported in this Schedule 13D came from the working capital of the Partnerships. The Partnerships expended a total of approximately \$23,540,581.00 in the aggregate to acquire the Evolution Common Stock reported herein.

Item 4. Purpose of Transaction.

The information in Item 4 of the Schedule 13D is hereby amended in its entirety to read as follows:

Belridge and the Partnerships hold their respective shares of Evolution Common Stock for investment purposes.

Except as set forth herein or as would occur upon completion of any of the actions discussed herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D. JVL Advisors, Mr. Lovoi, Belridge and the Partnerships intend to monitor and evaluate their respective investment in Evolution in light of pertinent factors, including market conditions, Evolution's performance and prospects, the trading price of the Evolution Common Stock, conditions in Evolution's industry and general economic conditions. Belridge and the Partnerships may make additional purchases of Evolution Common Stock in the future through market transactions or otherwise, maintain their respective current investments or dispose of all or a portion of the Evolution Common Stock that each may hereafter acquire.

The Reporting Persons also reserve the right to take actions that would result in an extraordinary corporate transaction (such as a merger, reorganization or liquidation of the Issuer or any of its subsidiaries), a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries, changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person, or any other material change in the Issuer's business or corporate structure. The Reporting Persons further reserve the right to change their intention with respect to any and all matters referred to in subparagraphs (a)-(j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

The information in Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

(a) – (b) The percent of class provided for each Reporting Person below is made in accordance with Rule 13d-3(d) of the Act and is based on 32,860,087 shares of Evolution Common Stock outstanding, which is the total number of shares of Evolution Common Stock outstanding as of February 2, 2015, as reported in Evolution's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2014, filed with the Securities and Exchange Commission (“SEC”) on February 6, 2015. The information provided in the cover pages with respect to the beneficial ownership of each of the Reporting Persons is incorporated herein by reference.

(i) Mr. Lovoi does not directly own any shares of Evolution Common Stock. As described on Schedule A hereto, Mr. Lovoi is a managing member of the ultimate controlling entity of each of Belridge and the Partnerships and thus beneficially owns, and may be deemed to possess shared voting and dispositive powers with respect to 5,390,727 shares of Evolution Common Stock collectively held by these entities, representing approximately 16.41% of Evolution's issued and outstanding shares of Evolution Common Stock.

(ii) JVL Advisors does not directly own any shares of Evolution Common Stock. JVL Advisors may be deemed to have voting and dispositive power over the Evolution Common Stock owned by the Partnerships and thus beneficially owns, and may be deemed to possess shared voting and dispositive powers with respect to 5,390,727 shares of Evolution Common Stock collectively held by these entities, representing approximately 16.41% of Evolution's issued and outstanding shares of Evolution Common Stock.

(iii) Belridge Energy Advisors, LP is the sole owner of, and has the sole power to vote and dispose of, 1,300,879 shares of Evolution Common Stock (3.99%).

(iv) Asklepios Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 199,700 shares of Evolution Common Stock (0.61%).

(v) Navitas Fund LP is the sole owner of, and has the sole power to vote and dispose of, 975,041 shares of Evolution Common Stock (2.97%).

(vi) Luxiver, LP is the sole owner of, and has the sole power to vote and dispose of, 1,342,967 shares of Evolution Common Stock (4.09%).

(vii) JVL Partners, LP is the sole owner of, and has the sole power to vote and dispose of, 279,860 shares of Evolution Common Stock (0.85%).

(viii) Panakeia Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 175,000 shares of Evolution Common Stock (0.53%).

(ix) Hephaestus Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 844,261 shares of Evolution Common Stock (2.57%).

(x) TJS Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 40,600 shares of Evolution Common Stock (0.12%).

(xi) Urja, LP is the sole owner of, and has the sole power to vote and dispose of, 22,115 shares of Evolution Common Stock (0.07%).

(xii) Children's Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 143,956 shares of Evolution Common Stock (0.44%).

(xiii) LVPU, LP is the sole owner of, and has the sole power to vote and dispose of, 66,348 shares of Evolution Common Stock (0.20%).

The information provided on the cover pages with respect to the beneficial ownership of each of the Reporting Persons is incorporated herein by reference. The above Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

(c) Except as set forth below, there have been no reportable transactions with respect to the Evolution Common Stock by the Reporting Persons during the past 60 days.

<u>Identity of Reporting Person</u> <u>Effecting Transaction:</u>	<u>Date of</u> <u>Transaction:</u>	<u>Amount of</u> <u>Securities</u> <u>Involved:</u>	<u>Average Price</u> <u>Per Share:</u>	<u>Type of</u> <u>Transaction</u>	<u>Where and How</u> <u>Transaction Effected:</u>
Children's LVPU	12/30/2014	13,200	\$7.20	Purchase	Broker – Open Market
Children's LVPU	12/30/2014	16,800	\$7.20	Purchase	Broker – Open Market
Children's LVPU	12/31/2014	4,400	\$7.17	Purchase	Broker – Open Market
Children's LVPU	12/31/2014	4,400	\$7.17	Purchase	Broker – Open Market

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Evolution Common Stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information in Item 6 of the Schedule 13D is hereby amended as follows:

The responses to Items 3, 4 and 5 of this Schedule 13D are incorporated herein by reference.

The Reporting Persons are parties to an agreement with respect to the joint filing of this Schedule 13D and any amendments thereto. A copy of such agreement is attached as Exhibit 1 hereto and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1.1 Joint Filing Agreement dated February 17, 2015.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

JVL ADVISORS, LLC

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

/s/ John V. Lovoi

John V. Lovoi

BELRIDGE ENERGY ADVISORS, LP

By: Peninsula - JVL Capital Advisors, LLC, its General Partner

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

NAVITAS FUND, LP

By: JVL Partners, L.P., a Texas limited partnership, its General Partner

By: JVL Advisors, LLC, its General Partner

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

LUXIVER, LP

By: LB Luxiver GP, LP, a Texas limited partnership, its General Partner

By: LB Luxiver, LLC, a Texas limited liability company, its General Partner

By: Lobo Baya, LLC, a Texas limited liability company, its sole Member

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

TJS ENERGY FUND, LP

By: TJS Energy Fund GP, LP, a Texas limited partnership, its General Partner

By: TJS GP, LLC, a Texas limited liability company, its General Partner

By: JVL Advisors, LLC, its sole Member

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

HEPHAESTUS ENERGY FUND, LP

By: Hephaestus Energy Fund GP, LP, a Texas limited partnership, its General Partner

By: HEF GP, LLC, a Texas limited liability company, its General Partner

By: JVL Advisors, LLC, its sole Member

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

ASKLEPIOS ENERGY FUND, LP

By: Asklepios Energy GP, LP, a Texas limited partnership, its General Partner

By: JVL Advisors, LLC, its General Partner

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

PANAKEIA ENERGY FUND, LP

By: Panakeia Energy Fund GP, LP, a Texas limited partnership, its General Partner

Edgar Filing: EVOLUTION PETROLEUM CORP - Form SC 13D/A

By: PEF GP, LLC, a Texas limited liability company, its General Partner

By: JVL Advisors, LLC, its sole Member

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

URJA, LP

By: URJA GP, LP, a Texas limited partnership, its General Partner

By: JVL Advisors, LLC, its General Partner

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

CHILDREN'S ENERGY FUND, LP

By: Children's Energy Fund GP, LP, a Texas limited partnership, its General Partner

By: JVL Advisors, LLC, its General Partner

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

LVPU, LP

By: LVPU GP, LP, a Texas limited partnership, its General Partner

By: JVL Advisors, LLC, its General Partner

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

JVL PARTNERS, LP

By: JVL Advisors, LLC, its General Partner

By: /s/ John V. Lovoi

Name: John V. Lovoi

Title: Manager

Schedule A

The general partner of Navitas Fund, LP is JVL Partners, L.P. The general partner of JVL Partners, L.P. is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of Luxiver, LP is LB Luxiver GP, LP. The general partner of LB Luxiver GP, LP is LB Luxiver, LLC. The sole managing member of LB Luxiver, LLC is Lobo Baya, LLC. The following individuals are the managing members of Lobo Baya, LLC: John V. Lovoi, Paul B. Loyd, Jr., Michael Raleigh, Norbert Cszaszar, Kelly Loyd and Derek Michaelis. Such individuals expressly disclaim any beneficial ownership in the Evolution Common Stock, except to the extent of their pecuniary interests therein. The business address of such individuals is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of TJS Energy Fund, LP is TJS Energy Fund GP, LP. The general partner of TJS Energy Fund GP, LP is TJS GP, LLC. The sole member and manager of TJS GP, LLC is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of Hephaestus Energy Fund, LP is Hephaestus Energy Fund GP, LP. The general partner of Hephaestus Energy Fund GP, LP is HEF GP, LLC. The sole member and manager of HEF GP, LLC is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of Asklepios Energy Fund, LP is Asklepios Energy Fund GP, LP. The general partner of Asklepios Energy Fund GP, LP is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of Panakeia Energy Fund, LP is Panakeia Energy Fund GP, LP. The general partner of Panakeia Energy Fund GP, LP is PEF GP, LLC. The sole member and manager of PEF GP, LLC is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business

address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of URJA, LP is URJA GP, LP. The general partner of URJA GP, LP is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of Children's Energy Fund, LP is Children's Energy Fund GP, LP. The general partner of Children's Energy Fund GP, LP is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of LVPU, LP is LVPU GP, LP. The general partner of LVPU GP, LP is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of Belridge Energy Advisors, LP is Peninsula - JVL Capital Advisors, LLC. John V. Lovoi is the sole member and manager of Peninsula - JVL Capital Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.

The general partner of JVL Partners, LP is JVL Advisors, LLC. John V. Lovoi is the sole member and manager of JVL Advisors, LLC. Such individual expressly disclaims any beneficial ownership in the Evolution Common Stock, except to the extent of his pecuniary interests therein. The business address of such individual is 10,000 Memorial Drive, Suite 550, Houston, Texas 77024.