

EVOLUTION PETROLEUM CORP
Form SC 13D/A
June 26, 2018

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

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

(Amendment No. 9)*

**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

811 Main Street, Suite 2500

Houston, TX 77002

(713) 951-5842

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

June 25, 2018

(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 Member of a Group (See Instructions) (a) (b)
- (3) SEC Use Only
- (4) Source of Funds (See Instructions) AF
- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ..
- (6) Citizenship or Place of Organization Texas, United States
- (7) Sole Voting Power 0
- (8) Shared Voting Power 3,983,970 shares
- Number of Shares Beneficially Owned by Each Reporting Person
- (9) Sole Dispositive Power 0
- (10) Shared Dispositive Power 3,983,970 shares
- Reporting Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,983,970 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) 12.01% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) IN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
 JVL Advisors, LLC
- (2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
- (3) SEC Use Only
- (4) Source of Funds (See Instructions) AF
- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ..
- (6) Citizenship or Place of Organization Texas, United States
- (7) Sole Voting Power 0
- (8) Shared Voting Power 3,983,970 shares
- Number of Shares Beneficially Owned by
- Each (9) Sole Dispositive Power 0
- (10) Shared Dispositive Power 3,983,970 shares
- Reporting Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,983,970 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) 12.01% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) OO

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

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)
- (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) ..
- (6) Citizenship or Place of Organization Texas, United States
- (7) Sole Voting Power 682,460 shares
- (8) Shared Voting Power 0
- Number of Shares Beneficially Owned by Each Reporting Person
- (9) Sole Dispositive Power 682,460 shares
- (10) Shared Dispositive Power 0
- Reporting Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 682,460 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) 2.06% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
Luxiver, LP
- (2) Check the Appropriate Box if a (a) Member of a Group (See Instructions) (b)
- (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)
- (6) Citizenship or Place of Organization Delaware, United States
- (7) Sole Voting Power 652,821 shares
- Number of (8) Shared Voting Power 0
- Shares Beneficially (9) Dispositive Power 652,821 shares
- Owned by
- Each (10) Shared Dispositive Power 0
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 652,821 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) 1.97% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

CUSIP No. 30049A107

- | | | |
|---|-------------------------------|-------------------------|
| (1) Names of Reporting Persons | | |
| | Hephaestus Energy Fund, LP | |
| (2) Check the Appropriate Box if a Member of a Group | (a) .. | |
| (See Instructions) | (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) | .. | |
| (6) Citizenship or Place of Organization | | Delaware, United States |
| | (7) Sole Voting Power | 804,377 shares |
| Number of | (8) Shared Voting Power | 0 |
| Shares Beneficially | (9) Sole Dispositive Power | 804,377 shares |
| Owned by | | |
| Each | (10) Shared Dispositive Power | 0 |
| Reporting | | |
| Person With | | |
| (11) Aggregate Amount Beneficially Owned by Each Reporting Person | | 804,377 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) | | 2.42%
(1) |
| (14) Type of Reporting Person (See Instructions) | | PN |

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

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)
- (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) ..
- (6) Citizenship or Place of Organization Texas, United States
- (7) Sole Voting Power 189,124 shares
- (8) Shared Voting Power 0
- Number of Shares Beneficially Owned by
- Each (9) Sole Dispositive Power 189,124 shares
- (10) Shared Dispositive Power 0
- Reporting Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 189,124 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) 0.57% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
Panakeia Energy Fund, LP
- (2) Check the Appropriate Box if a Member of a Group (a)
(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)
- (6) Citizenship or Place of Organization Delaware, United States
- (7) Sole Voting Power 158,364 shares
- Number of (8) Shared Voting Power 0
- Shares Beneficially (9) Sole Dispositive Power 158,364 shares
- Owned by
- Each (10) Shared Dispositive Power 0
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 158,364 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) 0.48%
(1)
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
Children's Energy Fund, LP
- (2) Check the Appropriate Box if a (a) Member of a Group (See Instructions) (b)
- (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)
- (6) Citizenship or Place of Organization Delaware, United States
- (7) Sole Voting Power 133,361 shares
- Number of (8) Shared Voting Power 0
- Shares Beneficially (9) Dispositive Power 133,361 shares
- Owned by
- Each (10) Shared Dispositive Power 0
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 133,361 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) 0.40% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

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)
- (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) ..
- (6) Citizenship or Place of Organization Delaware, United States
- (7) Sole Voting Power 83,603 shares
- (8) Shared Voting Power 0
- Number of (9) Sole Dispositive Power 83,603 shares

Shares Beneficially

Owned by

Each (10) Shared Dispositive Power 0

Reporting

Person With

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 83,603 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) 0.25% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

CUSIP No. 30049A107

- (1) Names of Reporting Persons
Belridge Energy Advisors, LP
- (2) Check the Appropriate Box if a (a) Member of a Group (See Instructions) (b)
- (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)
- (6) Citizenship or Place of Organization Delaware, United States
- (7) Sole Voting Power 1,000,000 shares
- Number of (8) Shared Voting Power 0
- Shares Beneficially (9) Dispositive Power 1,000,000 shares
- Owned by
- Each (10) Shared Dispositive Power 0
- Reporting
- Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,000,000 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) 3.01% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

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)
- (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) ..
- (6) Citizenship or Place of Organization Texas, United States
- (7) Sole Voting Power 279,860 shares
- (8) Shared Voting Power 0
- Number of Shares Beneficially Owned by Each Reporting Person
- (9) Sole Dispositive Power 279,860 shares
- (10) Shared Dispositive Power 0
- Reporting Person With
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 279,860 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) 0.84% ⁽¹⁾
- (14) Type of Reporting Person (See Instructions) PN

(1) The percentages reported in this Schedule 13D/A are based upon 33,171,514 shares of common stock outstanding as of May 4, 2018 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on May 9, 2018). 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 June 26, 2018.

This Amendment No. 9 to Schedule 13D (this “Amendment No. 9”) 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”), Amendment No. 4 to the Original Schedule 13D filed on March 13, 2014 (“Amendment No. 4”), Amendment No. 5 to the Original Schedule 13D filed on December 4, 2014 (“Amendment No. 5”), Amendment No. 6 to the Original Schedule 13D filed on February 17, 2015 (“Amendment No. 6”), Amendment No. 7 to the Original Schedule 13D filed on May 25, 2018 (“Amendment No. 7”) and Amendment No. 8 to the Original Schedule 13D filed on June 8, 2018 (“Amendment No. 8”, and collectively with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, and Amendment No. 7, 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, Children’s Energy Fund, LP and LVPU, LP (collectively, the “Reporting Persons” and each a “Reporting Person”). This Amendment No. 9 is being filed to update the beneficial ownership of the Reporting Persons hereto.

Except as provided herein, this Amendment No. 9 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.

No modification is made to Item 2 of the Schedule 13D.

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

No modification is made to Item 3 of the Schedule 13D.

Item 4. Purpose of Transaction.

No modification is made to Item 4 of the 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 33,171,514 shares of Evolution Common Stock outstanding, which is the total number of shares of Evolution Common Stock outstanding as of May 4, 2018, as reported in Evolution’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed with the Securities and Exchange Commission (“SEC”) on May 9, 2018. 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 3,983,970 shares of Evolution Common Stock collectively held by these entities, representing approximately 12.01% 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 3,983,970 shares of Evolution Common Stock collectively held by these entities, representing approximately 12.01% 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, 1,000,000 shares of Evolution Common Stock (3.01%).
- (iv) Asklepios Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 189,124 shares of Evolution Common Stock (0.57%).
- (v) Navitas Fund LP is the sole owner of, and has the sole power to vote and dispose of, 682,460 shares of Evolution Common Stock (2.06%).
- (vi) Luxiver, LP is the sole owner of, and has the sole power to vote and dispose of, 652,821 shares of Evolution Common Stock (1.97%).
- (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 (0.84%).
- (viii) Panakeia Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 158,364 shares of Evolution Common Stock (0.48%).

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(ix) Hephaestus Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 804,377 shares of Evolution Common Stock (2.42%).

(x) Children's Energy Fund, LP is the sole owner of, and has the sole power to vote and dispose of, 133,361 shares of Evolution Common Stock (0.40%).

(xi) LVPU, LP is the sole owner of, and has the sole power to vote and dispose of, 83,603 shares of Evolution Common Stock (0.25%).

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>
Luxiver	5/18/2018	22,135	\$9.3195	Sale	Broker – Open Market
Luxiver	5/21/2018	50,000	\$9.4875		