

EVOLUTION PETROLEUM CORP
Form SC 13D/A
October 23, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)

Evolution Petroleum Corporation
(Name of Issuer)

Common Stock, \$0.001
(Title of Class of Securities)

30049A107
(CUSIP Number)

Scott Bedford
1229 Burlingame Ave
Suite 205
Burlingame, CA 94010
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

October 17, 2013
(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 ss.240.13D-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [X].

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. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Scott Bedford
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

AF
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER

2,369,510
 8. SHARED VOTING POWER

0
 9. SOLE DISPOSITIVE POWER

2,369,510
 10. SHARED DISPOSITIVE POWER

0
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING

PERSON

2,369,510 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(11)

8.28%

14. TYPE OF REPORTING PERSON

IN

(1) Scott Bedford may be deemed to be a beneficial owner of such securities by virtue of his role as the President of Peninsula Capital Management, Inc. which is the general partner of Peninsula Capital Management, LP and as a managing member of Peninsula-JVL Capital Advisors, LLC which is the general partner of Belridge Energy Advisors, LP ("Belridge"). Certain of the shares, which are owned by Belridge, are also reported on a Schedule 13D filed by John Lovoi who is also a managing member of Peninsula-JVL Capital Advisors, LLC.

CUSIP 30049A107
No.

Item 1. Security and Issuer.

NO MATERIAL CHANGE FROM ORIGINAL 13D FILED ON NOVEMBER 21, 2008.

Item 2. Identity and Background.

- (a) This Schedule 13D is being filed by Scott Bedford, a citizen of the United States of America(the "Reporting Person").
- (b) The business office of the Reporting Person is 1229 Burlingame Ave, Suite 205, Burlingame, CA 94010.
- (c) Mr. Bedford is the president of Peninsula Capital Management, Inc., which is the general partner of Peninsula Capital Management, LP, a California limited partnership, which serves as the investment adviser to certain pooled investment vehicles. Mr. Bedford also serves as a managing member of Peninsula-JVL Capital Advisors, LLC, which is the general partner of Belridge Energy Advisors, LP ("Belridge").
- (d) The Reporting Person has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.
- (e) The Reporting Person has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction during the last five years, and is not subject to any 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.

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

As of the date hereof Mr. Bedford may be deemed to beneficially own 2,369,510 Shares of the Issuer.

No borrowed funds were used to purchase the Shares reported herein, other than any borrowed funds used for working capital purposes in the ordinary course of business.

Item 4. Purpose of Transaction.

NO MATERIAL CHANGE FROM ORIGINAL 13D FILED ON NOVEMBER 21, 2008.

Item 5. Interest in Securities of the Issuer.

- (a),(b) The percentage of beneficial ownership has been calculated based upon an aggregate of 28,609,891 Shares outstanding as of September 9, 2013, according to the Issuer's most recent Form 10-Q that was filed on September 13, 2013.

As of the date hereof, Mr. Bedford may be deemed to beneficially own 2,369,510 Shares, or 8.28% of Shares of the Issuer. 1

Mr. Bedford shares the power to vote or direct the vote of 0 Shares to which this filing relates.

Mr. Bedford has the sole power to vote or direct the vote of 2,369,510 Shares to which this filing relates.

Mr. Bedford shares the power to dispose or direct the disposition of 0 Shares to which this filing relates.

Mr. Bedford has the sole power to dispose or direct the disposition of 2,369,510 Shares to which this filing relates.

Mr. Bedford specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

- (c) The trading dates, number of Shares purchased and sold and price per Share for all transactions in the Shares by the Reporting Person occurring in the past 60 days are reported in Exhibit B.
- (d) Not applicable.
- (e) Not applicable.

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

NO MATERIAL CHANGE FROM ORIGINAL 13D FILED ON NOVEMBER 21, 2008.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Transactions in the Shares by the Reporting Person during the past 60 days.

1 Scott Bedford may be deemed to be a beneficial owner of such securities by virtue of his role as the President of Peninsula Capital Management, Inc. which is the general partner of Peninsula Capital Management, LP and as a managing member of Peninsula-JVL Capital Advisors, LLC which is the general partner of Belridge Energy Advisors, LP ("Belridge"). Certain of the shares, which are owned by Belridge, are also reported on a Schedule 13D filed by John Lovoi who is also a managing member of Peninsula-JVL Capital Advisors, LLC.

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.

SCOTT BEDFORD*
/s/ Scott Bedford

October 23, 2013
Date

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

* The Reporting Persons disclaim beneficial ownership over the securities reported herein except to the extent of the reporting persons' pecuniary interest therein.

TRANSACTIONS IN THE SHARES
(BY PRIVATE FUNDS ADVISED BY ENTITIES
CONTROLLED BY THE REPORTING PERSON)

Date of Transaction	Number of Shares Purchase/(Sold)	Price of Shares
12/21/2012	(500,000)	8.07
9/5/2013	(6,416)	11.74
9/6/2013	(5,000)	11.80
9/7/2013	(54,576)	11.51
9/11/2013	(61,794)	12.00
10/17/2013	(50,000)	12.00
10/18/2013	(30,000)	12.24
10/19/2013	(12,153)	12.50

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