

KUKES SIMON G
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KUKES SIMON G

(Last) (First) (Middle)
5100 WESTHEIMER SUITE 200
(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEDEVCO CORP [PED]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		M ⁽¹⁾		11,594,322	A	\$ 2.13	33,030,718	I	Through SK Energy LLC
Common Stock	03/01/2019		M ⁽²⁾		3,737,945	A	\$ 2.13	36,768,663	I	Through SK Energy LLC
Common Stock								525,000	D	
								3,000	I	

Common
Stock

By
spouse

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying (Instr. 3)
					(A)	(D)	Date Exercisable	Expiration Date	
Convertible Promissory Notes	\$ 2.13	03/01/2019		P		\$ 1,500,000 (3)	08/29/2018	08/01/2021	Common Stock
Convertible Promissory Note	\$ 2.13	03/01/2019		M		\$ 23,500,000 (6)	08/29/2018	08/01/2021	Common Stock
Promissory Note	\$ 2.13	03/01/2019		J(8)		\$ 7,700,000 (8)	03/01/2019	06/25/2021	Common Stock
Promissory Note	\$ 2.13	03/01/2019		M		\$ 7,700,000 (8)	03/01/2019	06/25/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUKES SIMON G 5100 WESTHEIMER SUITE 200 HOUSTON, TX 77056			Chief Executive Officer	

Signatures

/s/ Simon Kukes

03/04/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Convertible Promissory Notes (described in footnote 6) were converted into common stock of the Issuer at the option of the holder, pursuant to their terms.
- (2) The Promissory Note (described in footnote 8) was converted into common stock of the Issuer at the option of the holder, pursuant to its terms.
- (3) Not including interest on the Convertible Promissory Notes.
- (4) Includes interest on the Convertible Promissory Notes which is also convertible into common stock of the Issuer at the option of the holder, pursuant to the terms of the Convertible Promissory Notes.
- (5) Plus accrued interest on the Convertible Promissory Notes of \$76,334.
- (6) Plus accrued interest on the Convertible Promissory Notes of \$1,195,905.
- (7) Includes shares of common stock issuable upon conversion of interest on the Convertible Promissory Notes, which is convertible into common stock at a conversion price of \$2.13 per share pursuant to the terms of such Convertible Promissory Notes.
- (8) The Promissory Note was amended on March 1, 2019 to provide the holder the right to convert such note (principal and interest) into common stock of the Issuer at a conversion price of \$2.13 per share.
- (9) Includes shares of common stock issuable upon conversion of interest on the Promissory Note, which is convertible into common stock at a conversion price of \$2.13 per share pursuant to the terms of such Convertible Promissory Note.
- (10) Plus accrued interest on the Promissory Note of \$261,824.

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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