

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PEDEVCO CORP

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Corporate Issuer CIK: 1141197

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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 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			2. Issuer Name and Ticker or Trading Symbol PEDEVCO CORP [PED]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5100 WESTHEIMER SUITE 200			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) HOUSTON, TX 77056								
(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 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	
Common Stock								3,000	I	By spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Notes	\$ 2.13	03/01/2019		P		\$ 1,500,000 (3)		08/29/2018	08/01/2021	Common Stock	740,063 (4)	\$ 1,500,000 (5)	\$ 23,500,000 (6)	I	Through SK Energy LLC
Convertible Promissory Note	\$ 2.13	03/01/2019		M		\$ 23,500,000 (6)		08/29/2018	08/01/2021	Common Stock	11,594,322 (7)	(1)	\$ 0	I	Through SK Energy LLC
Promissory Note	\$ 2.13	03/01/2019		J(8)		\$ 7,700,000 (8)		03/01/2019	06/25/2021	Common stock	3,737,945 (9)	(8)	\$ 7,700,000 (10)	I	Through SK Energy LLC
Promissory Note	\$ 2.13	03/01/2019		M		\$ 7,700,000 (8)		03/01/2019	06/25/2021	Common stock	3,737,945 (9)	(2)	\$ 0	I	Through SK Energy LLC

Reporting Owners

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

Signatures

/s/ Simon Kukes 03/04/2019
Signature of Reporting Person Date

* 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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