

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## PEDEVCO CORP

**Form: DEFA14A**

**Date Filed: 2019-07-10**

Corporate Issuer CIK: 1141197

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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under Rule 14a-12

**PEDEVCO CORP.**

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

FOR THE ANNUAL MEETING OF STOCKHOLDERS

**DATE:** AUGUST 28, 2019  
**TIME:** 10:00 A.M. LOCAL TIME  
**LOCATION:** OMNI HOUSTON HOTEL AT WESTSIDE, 13210 KATY FWY., HOUSTON, TEXAS 77079

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS****PHONE:**

CALL TOLL FREE  
1-866-752-8683

**FAX:**

SEND THIS CARD TO  
202-521-3464

**INTERNET:**

[HTTPS://WWW.IPROXYDIRECT.COM/PED](https://www.iproxydirect.com/PED)  
AND FOLLOW THE ON-SCREEN  
INSTRUCTIONS.

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[PROXY@IPROXYDIRECT.COM](mailto:PROXY@IPROXYDIRECT.COM).  
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT IS AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/PED](https://www.iproxydirect.com/PED)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE AUGUST 16, 2019.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/PED](https://www.iproxydirect.com/PED)  
UNTIL 11:59 PM EASTERN TIME AUGUST 27, 2019.

**THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:**

1. TO CONSIDER AND VOTE UPON A PROPOSAL TO ELECT FOUR DIRECTORS TO THE BOARD OF DIRECTORS, EACH TO SERVE A TERM OF ONE YEAR AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED, OR UNTIL THEIR EARLIER RESIGNATION OR REMOVAL, AS NAMED IN, AND SET FORTH IN GREATER DETAIL IN THIS PROXY STATEMENT.
2. TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S 2012 EQUITY INCENTIVE PLAN, TO INCREASE BY 2,000,000 THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE UNDER THE PLAN.
3. TO CONSIDER AND VOTE UPON A PROPOSAL TO RATIFY THE APPOINTMENT OF MARCUM LLC, AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.
4. TO CONSIDER AND VOTE UPON A PROPOSAL TO CONSIDER AND VOTE ON ANY PROPOSAL TO AUTHORIZE OUR BOARD OF DIRECTORS, IN ITS DISCRETION, TO ADJOURN THE ANNUAL MEETING TO ANOTHER PLACE, OR A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSALS LISTED ABOVE AT THE TIME OF THE ANNUAL MEETING.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON JULY 1, 2019 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK AND SERIES A CONVERTIBLE PREFERRED STOCK.

**THE BOARD, INCLUDING THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT YOU VOTE  
"FOR" EACH DIRECTOR AND "FOR" PROPOSALS 2, 3 AND 4**

**PLEASE NOTE – THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD**

**PEDEVCO Corp.**  
SHAREHOLDER SERVICES  
500 Perimeter Park Drive Suite D  
Morrisville NC 27560

FIRST-CLASS MAIL  
US POSTAGE  
**PAID**  
RALEIGH NC  
PERMIT # 870

**TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED**

**IMPORTANT SHAREHOLDER INFORMATION**  
**YOUR VOTE IS IMPORTANT**

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