

KUKES SIMON G
Form 4
February 19, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

HOUSTON, TX 77056

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

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

(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)
Common Stock	02/15/2019		M ⁽¹⁾	10,083,819 A	\$ 1.5 17,421,437	I	Through SK Energy LLC
Common Stock	02/15/2019		M ⁽²⁾	4,014,959 A	\$ 1.79 21,436,396	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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Convertible Promissory Note	\$ 1.5	02/15/2019		M	\$ 15,000,000 ⁽³⁾	01/11/2019 01/11/2022	Common Stock	
Convertible Promissory Note	\$ 1.79	02/15/2019		M	\$ 7,000,000 ⁽³⁾	10/25/2018 10/25/2021	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 02/19/2019

**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 Note (described in footnote 4) was Converted into common stock of the Issuer at the option of the holder, pursuant to its terms.

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- (2) The Convertible Promissory Note (described in footnote 5) was Converted into common stock of the Issuer at the option of the holder, pursuant to its terms.
- (3) Includes the conversion of accrued interest through the date of conversion.
- (4) The Convertible Promissory Note was originally acquired directly from the Issuer on January 11, 2019, for \$15,000,000.
- (5) The Convertible Promissory Note was originally acquired directly from the Issuer on October 25, 2018, for \$7,000,000.

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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