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

#### FORM 8-K

# CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT: November 29, 2013
DATE OF EARLIEST EVENT REPORTED: November 29, 2013

001-35922 (Commission file number)

#### PEDEVCO CORP.

(Exact name of registrant as specified in its charter)

Texas 22-3755993 (State or other jurisdiction (IRS

of Employer Identification

incorporation or No.) organization)

4125 Blackhawk Plaza Circle, Suite 201 Danville, California 94506 (Address of principal executive offices)

> (855) 733 2685 (Issuer's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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#### ITEM 8.01 OTHER EVENTS.

On November 29, 2013, PEDEVCO Corp. (the "Company") issued a press release announcing a proposed offering of its common stock. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Description No.

99.1\* Press Release Announcing Proposed Offering of Common Stock (November 29, 2013)

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

#### PEDEVCO CORP.

By: /s/ Frank C. Ingriselli

Frank C. Ingriselli President and

Chief Executive Officer

Date: November 29, 2013

<sup>\*</sup> Furnished herewith.

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# **EXHIBIT INDEX**

Exhibit Description No.

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<sup>\*</sup> Furnished herewith.