

PEDEVCO CORP
Form SC 13D/A
December 26, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

PEDEVCO CORP.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

70532Y303
(CUSIP Number)

Dr. Simon G. Kukes
5100 Westheimer Suite 200
Houston, Texas 77056
Telephone: (713) 969-5027
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 12, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS
 SK Energy LLC
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 2 (a)
 (b)
 SEC USE ONLY
 3

4 SOURCE OF FUNDS
 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 5 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
 7 SOLE VOTING POWER 0
 NUMBER OF
 SHARES 8 SHARED VOTING POWER 7,888,414 shares of Common Stock*
 BENEFICIALLY OWNED BY
 EACH 9 SOLE DISPOSITIVE POWER 0
 REPORTING
 PERSON WITH 10 SHARED DISPOSITIVE POWER 7,888,414 shares of Common Stock*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 7,888,414 shares of Common Stock*
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 12 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 49.9% of the Issuer's outstanding Common Stock
 TYPE OF REPORTING PERSON
 14 OO

* Represents 49.9% of the Issuer's outstanding Common Stock. The ownership of the Reporting Persons is limited by the Beneficial Ownership Limitation described below.

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1 NAME OF REPORTING PERSONS
 Dr. Simon Kukes

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)
 SEC USE ONLY

3

4 SOURCE OF FUNDS
 PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | | |
|---|----|--------------------------|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 0 |
| | 8 | SHARED VOTING POWER | 7,888,414 shares of Common Stock* |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 7,888,414 shares of Common Stock* |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 7,888,414 shares of Common Stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 49.9% of the Issuer's outstanding Common Stock

14 TYPE OF REPORTING PERSON
 IN

* Represents 49.9% of the Issuer's outstanding Common Stock. The ownership of the Reporting Persons is limited by the Beneficial Ownership Limitation described below.

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This Amendment No. 3 (the "Amendment") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on July 10, 2018, as amended by the Amendment No. 1 thereto, filed with the Commission on September 11, 2018 and the Amendment No. 2 thereto, filed with the Commission on October 16, 2018 (such Schedule 13D as amended to date, the "Schedule 13D"), by SK Energy LLC, a Delaware limited liability company ("SK Energy"), and Dr. Simon G. Kukes ("Kukes"), each a "Reporting Person" and collectively, the "Reporting Persons." Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Schedule 13D. Except as expressly amended and supplemented by this Amendment, the Schedule 13D is not amended or supplemented in any respect, and the disclosures set forth in the Schedule 13D, other than as amended herein are incorporated by reference herein.

Item 3. Source of Amount of Funds or Other Compensation

Item 3 is hereby amended and modified to include the following (which shall be in addition to the information previously included in the Schedule 13D):

On December 12, 2018, the Company issued, after approval by the Board of Directors and in connection with the Company's annual compensation review and new hire equity award grants, an aggregate of:

(a)
300,000 shares of common stock to Dr. Simon G. Kukes, the Chief Executive Officer of the Company, which shares vest at the rate of (i) 1/3 of the shares on the one (1) year anniversary of the December 12, 2018 grant date (the "Grant Date"); (ii) 1/3 on the two (2) year anniversary of the Grant Date; and (iii) 1/3 on the three (3) year anniversary of the Grant Date (collectively, the "Three Year Vesting Terms"), subject to Dr. Kukes' continued service to the Company on such vesting dates, and subject to the terms and conditions of a Restricted Shares Grant Agreement entered into between the Company and Dr. Kukes; and

(b)
3,000 shares to Dr. Simon G. Kukes' wife, who serves as an employee of the Company, all of which are subject to the Three Year Vesting Terms, subject to Mrs. Kukes' continued service to the Company on such vesting dates, and subject to the terms and conditions of a Restricted Shares Grant Agreement entered into between the Company and Mrs. Kukes, which shares Mr. Kukes is deemed to beneficially own, each pursuant to the terms of the Company's Amended and Restated 2012 Equity Incentive Plan, as amended, in consideration for services rendered, and to be rendered, to the Company.

On December 21, 2018, Dr. Kukes purchased 225,000 shares of common stock in an open market transaction for an aggregate of \$166,500 or \$0.74 per share.

Item 5. Interest in Securities of the Issuer

(a)
As of the close of business on December 21, 2018, the Reporting Persons beneficially own in aggregate 7,888,414 shares of Common Stock representing 49.9% of the 15,808,445 shares of the Company's issued and outstanding Common Stock on such date as confirmed by the Company's Transfer Agent on such date. As of the close of business on December 21, 2018, SK Energy beneficially owns an aggregate 7,888,414 shares of Common Stock representing 49.9% of the 15,808,445 shares of the Company's issued and outstanding Common Stock on such date as confirmed by the Company's Transfer Agent on such date. By virtue of his relationship with SK Energy discussed in further detail in Item 2, Kukes is deemed to beneficially own the shares of Common Stock beneficially owned by SK Energy.

(b)

Kukes may be deemed to have shared power with SK Energy, to vote and dispose of the securities reported in this Schedule 13D beneficially owned by SK Energy.

(c)

See Item 3, above.

(d)

No other person has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the securities beneficially owned by the Reporting Persons.

(e)

N/A.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 26, 2018

SK Energy LLC

/s/ Dr. Simon G. Kukes
Dr. Simon G. Kukes
Chief Executive Officer

/s/ Dr. Simon G. Kukes
Dr. Simon G. Kukes

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.