

PEDEVCO CORP
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

PEDEVCO Corp.

(Name of Issuer)

Warrants to Purchase Common Stock

(Title of Class of Securities)

70532Y204

(CUSIP Number)

Mark Feuer; 105 Madison Avenue, 19th Floor, New York, New York 10016; 646-356-1601

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

* 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).

CUSIP No. 70532Y204 13G/A

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1.

MARK FEUER

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a) ☒ x

(b) ☐ ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

5. SOLE VOTING POWER

NUMBER	0
OF SHARES	6. SHARED VOTING POWER
BENEFICIALLY	596,280
OWNED	7 SOLE DISPOSITIVE POWER
BY EACH	
REPORTING	0
PERSON WITH	8 SHARED DISPOSITIVE POWER

596,280

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

596,280

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

3.9%¹

TYPE OF REPORTING PERSON (see instructions)

12.

CO

¹ 3.9% represents the percentage that the aggregate number of common shares (596,280) received by Beechwood Bermuda International Ltd., upon exercise of the Warrants, would represent of the total number of outstanding common shares of Pedevco based on the number of outstanding common shares (15,184,445) of Pedevco reported in its last 10-Q filed on November 14, 2018. BBLN-Pedco Corp. and BHLN-Pedco Corp. transferred the Warrants to Beechwood Bermuda International Ltd., a Bermuda exempted company, as of July 10, 2018 and July 18, 2018, respectively.

CUSIP No. 70532Y204 13G/A

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1.

SCOTT TAYLOR

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a) ☒ x

(b) ☐ ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

5. SOLE VOTING POWER

NUMBER	0
OF SHARES	6. SHARED VOTING POWER
BENEFICIALLY	596,280
OWNED	7 SOLE DISPOSITIVE POWER
BY EACH	
REPORTING	0
PERSON WITH	8 SHARED DISPOSITIVE POWER

596,280

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

596,280

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

3.9%²

TYPE OF REPORTING PERSON (see instructions)

12.

CO

² 3.9% represents the percentage that the aggregate number of common shares (596,280) received by Beechwood Bermuda International Ltd., upon exercise of the Warrants, would represent of the total number of outstanding common shares of Pedevco based on the number of outstanding common shares (15,184,445) of Pedevco reported in its last 10-Q filed on November 14, 2018. BBLN-Pedco Corp. and BHLN-Pedco Corp. transferred the Warrants to Beechwood Bermuda International Ltd., a Bermuda exempted company, as of July 10, 2018 and July 18, 2018, respectively.

CUSIP No. 70532Y204 13G/A

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1.

BBLN-PEDCO CORP.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a) ☒ x

(b) ☐ ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

5. SOLE VOTING POWER

NUMBER
OF SHARES

0

BENEFICIALLY

6. SHARED VOTING POWER

OWNED

0

BY EACH

7. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON WITH

8. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

0

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0%³

TYPE OF REPORTING PERSON (see instructions)

12.

CO

³ BBLN-Pedco Corp. transferred its Warrants to Beechwood Bermuda International Ltd., a Bermuda exempted company, as of July 10, 2018.

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CUSIP No. 70532Y204 13G/A

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1.

BHLN-PEDCO CORP.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a) ☒ x

(b) ☐ ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

5. SOLE VOTING POWER

NUMBER
OF SHARES

0

BENEFICIALLY

6. SHARED VOTING POWER

OWNED

0

BY EACH

7. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON WITH

8. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

0

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0%⁴

TYPE OF REPORTING PERSON (see instructions)

12.

CO

⁴ BHLN-Pedco Corp. transferred its Warrants to Beechwood Bermuda International Ltd., a Bermuda exempted company, as of July 18, 2018.

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CUSIP No. 70532Y204 13G/A

Item 1.

- (a) Name of Issuer
Pedevco Corp.

Address of Issuer's Principal Executive Offices
4125 Blackhawk Plaza Circle

- (b) Suite 201

Danville, CA 94506

Item 2.

Name of Person Filing

1. Mark Feuer

- (a) 2. Scott Taylor

3. BBLN-PEDCO CORP.

4. BHLN-PEDCO CORP.

Address of the Principal Office or, if none, residence

1. c/o MSD Administrative Services LLC, 105 Madison Avenue, 19th Fl, New York, NY 10016

- (b) 2. c/o MSD Administrative Services LLC, 105 Madison Avenue, 19th Fl, New York, NY 10016

3. 105 Madison Avenue, 19th Fl, New York, New York 10016

4. 105 Madison Avenue, 19th Fl, New York, New York 10016

- (c) Citizenship

See Item 4 of the Cover Pages.

- (d) Title of Class of Securities

Warrants to Purchase Common Stock

- (e) CUSIP Number

70532Y204

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) "Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) "Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) "Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) "An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) "A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ..A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

A non-U.S. institution that is the functional equivalent of any of the institutions listed in § 240.13d-1 (b)(1)(ii)(A)
- (j) "through (I), so long as the non-U.S. institution is subject to a regulatory scheme that is substantially comparable to the regulatory scheme applicable to the equivalent U.S. institution
- (k) "Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See Item 9 of the Cover Pages.
- (b) Percent of class: See Item 11 of the Cover Pages.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: See Item 5 of the Cover Pages.
 - (ii) Shared power to vote or to direct the vote: See Item 6 of the Cover Pages.
 - (iii) Sole power to dispose or to direct the disposition of: See Item 7 of the Cover Pages.
 - (iv) Shared power to dispose or to direct the disposition of: See Item 8 of the Cover Pages.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Mark Feuer and Scott Taylor are the controlling persons of Beechwood Bermuda Ltd., which owns one hundred percent (100%) of Beechwood Bermuda International Ltd. ("BBI"). BBI owns one hundred percent (100%) of each of

BBLN-Pedco Corp. and BHLN-Pedco Corp., each a Reporting Person reporting on this Schedule 13G/A, and the current owner of the Warrants.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit B attached hereto.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

The following
certification
shall be
(a) included if the
statement is
filed pursuant
to
§240.13d-1(b):

By signing
below I certify
that, to the best
of my
knowledge and
belief, the
securities
referred to
above were
acquired and
are held in the
ordinary course
of business and
were not
acquired and
are not held for
the purpose of
or with the
effect of
changing or
influencing the
control of the
issuer of the
securities and
were not
acquired and
are not held in
connection
with or as a
participant in
any transaction
having that
purpose or
effect.

The following
certification
shall be
(b) included if the
statement is
filed pursuant
to
§240.13d-1(c):

By signing
below I certify
that, to the best
of my
knowledge and
belief, the
securities
referred to
above were not
acquired and
are not held for
the purpose of
or with the
effect of
changing or
influencing the
control of the
issuer of the
securities and
were not
acquired and
are not held in
connection
with or as a
participant in
any transaction
having that
purpose or
effect.

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

February 13, 2019
Date

MARK FEUER

/s/ Mark Feuer
Signature

SCOTT TAYLOR

/s/ Scott Taylor
Signature

BBLN-PEDCO CORP.

/s/ Mark Feuer
Signature

Mark Feuer/Chairman, President & Secretary
Name/Title

BHLN-PEDCO CORP.

/s/ Mark Feuer
Signature

Mark Feuer/Chairman, President & Secretary
Name/Title

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INDEX TO EXHIBITS

Exhibit A: Joint Filing Agreement

Exhibit B: Types of Reporting Persons

EXHIBIT A

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this joint filing agreement as of the date below.

February 13, 2019
Date

MARK FEUER

/s/ Mark Feuer
Signature

SCOTT TAYLOR

/s/ Scott Taylor
Signature

BBLN-PEDCO CORP.

/s/ Mark Feuer
Signature

Mark Feuer/Chairman, President & Secretary
Name/Title

BHLN-PEDCO CORP.

/s/ Mark Feuer
Signature

Mark Feuer/Chairman, President & Secretary
Name/Title

EXHIBIT B

Types of Reporting Persons

<u>Reporting Person</u>	<u>Type(s)</u>
MARK FEUER	IN
SCOTT TAYLOR	IN
BBLN-PEDCO CORP. CO	
BHLN-PEDCO CORP. CO	

Legend:

Broker Dealer	BD
Bank	BK
Insurance Company	IC
Investment Company	IV
Investment Advisor	IA
Employee Benefit Plan, Pension Fund, or Endowment Fund	EP
Parent Holding Company/Control Person	HC
Savings Association	SA
Church Plan	CP
Corporation	CO
Partnership	PN
Individual	IN
Other	OO