

PEDEVCO CORP
Form SC 13G
April 24, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

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, 2017

(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).

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CUSIP No. 70532Y204 13G

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

1.

MARK FEUER¹
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

5. SOLE VOTING POWER

| | | |
|---|----------------------|-----------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | 6. SHARED VOTING POWER |
| | 596,280 ² | 7. SOLE DISPOSITIVE POWER |
| | 0 | 8. SHARED DISPOSITIVE POWER |

596,280²

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

596,280²

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

8.18%³

TYPE OF REPORTING PERSON (see instructions)

12.

CO

As reflected in the Schedule 13G/A (Amendment No. 1) filed on February 14, 2017 by B Asset Manager LP (“BAM”), BAM filed as investment manager on behalf of Senior Health Insurance Company of Pennsylvania (“SHIP”), BBLN-Pedco Corp. and BHLN-Pedco Corp. (collectively, the “Former Investors”). As described in the Schedule 13G/A (Amendment No. 2) filed on April 24, 2018, BAM is no longer serving as investment manager of the Former Investors. BBLN-Pedco Corp. and BHLN-Pedco Corp. are filing as a new group herein with each of Mark Feuer and Scott Taylor as control persons (the “Control Persons”). Neither BAM nor the Control Persons are associated with SHIP.

As reported in 13G/A (Amendment No. 1) filed on February 14, 2017, each of BBLN-Pedco Corp. and BHLN-Pedco Corp. held a warrant (each a “Warrant”, and collectively the “Warrants”) exercisable into 2,981,400 shares of common stock of PEDEVCO Inc. (“Pedeveco”). On March 27, 2017, pursuant to a 10-1 reverse stock split, the number of common shares of Pedeveco that each Warrant would convert into upon exercise was reduced to 298,140. 8.18% represents the percentage that the aggregate number of common shares (596,280) received by BBLN-Pedco Corp. and BHLN-Pedco Corp., upon exercise of the Warrants, would represent of the total number of outstanding common shares of Pedeveco based on the number of outstanding common shares (7,278,754) of Pedeveco reported in its last 10-K filed on March 29, 2018.

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

1.

SCOTT TAYLOR⁴
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

5. SOLE VOTING POWER

| | | |
|---|----------------------|----------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | 6. SHARED VOTING POWER |
| | 596,280 ⁵ | 7 SOLE DISPOSITIVE POWER |
| | 0 | 8 SHARED DISPOSITIVE POWER |

596,280⁵

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

596,280⁵

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

8.18%⁶

TYPE OF REPORTING PERSON (see instructions)

12.

CO

As reflected in the Schedule 13G/A (Amendment No. 1) filed on February 14, 2017 by BAM, BAM filed as investment manager on behalf of the Former Investors. As described in the Schedule 13G/A (Amendment No. 2) filed on April 24, 2018, BAM is no longer serving as investment manager of the Former Investors. BBLN-Pedco Corp. and BHLN-Pedco Corp. are filing as a new group herein with each of Mark Feuer and Scott Taylor as control persons. Neither BAM nor the Control Persons are associated with SHIP.

As reported in 13G/A (Amendment No. 1) filed on February 14, 2017, each of BBLN-Pedco Corp. and BHLN-Pedco Corp. held a Warrant exercisable into 2,981,400 shares of common stock of Pedevco. On March 27, 2017, pursuant to a 10-1 reverse stock split, the number of common shares of Pedevco that each Warrant would convert into upon exercise was reduced to 298,140.

8.18% represents the percentage that the aggregate number of common shares (596,280) received by BBLN-Pedco Corp. and BHLN-Pedco Corp., 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 (7,278,754) of Pedevco reported in its last 10-K filed on March 29, 2018

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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

0

NUMBER
OF SHARES

6. SHARED VOTING POWER

BENEFICIALLY

298,140⁷

OWNED

7. SOLE DISPOSITIVE POWER

BY EACH

REPORTING

0

PERSON WITH

8. SHARED DISPOSITIVE POWER

298,140⁷

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

298,140⁷

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

4.09%⁸

TYPE OF REPORTING PERSON (see instructions)

12.

CO

As reported in 13G/A (Amendment No. 1) filed on February 14, 2017, each of BBLN-Pedco Corp. and BHLN-Pedco Corp. held a Warrant exercisable into 2,981,400 shares of common stock of Pedevco. On March 27, 2017, pursuant to a 10-1 reverse stock split, the number of common shares of Pedevco that each Warrant would convert into upon exercise was reduced to 298,140.

4.09% represents the percentage that the aggregate number of common shares (298,140) received by BBLN-Pedco Corp. 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 (7,278,754) of Pedevco reported in its last 10-K filed on March 29, 2018.

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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

0

NUMBER
OF SHARES

6. SHARED VOTING POWER

BENEFICIALLY

298,140⁹

OWNED

7. SOLE DISPOSITIVE POWER

BY EACH

REPORTING

0

PERSON WITH

8. SHARED DISPOSITIVE POWER

298,140⁹

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

298,140⁹

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

4.09%¹⁰

TYPE OF REPORTING PERSON (see instructions)

12.

CO

As reported in 13G/A (Amendment No. 1) filed on February 14, 2017, each of BBLN-Pedco Corp. and BHLN-Pedco Corp. held a Warrant exercisable into 2,981,400 shares of common stock of Pedevco. On March 27, 2017, pursuant to a 10-1 reverse stock split, the number of common shares of Pedevco that each Warrant would convert into upon exercise was reduced to 298,140.

4.09% represents the percentage that the aggregate number of common shares (298,140) received by BBLN-Pedco Corp. upon exercise of the Warrants, would represent of the total number of outstanding common shares of Pedevco¹⁰ based on the number of outstanding common shares (7,278,754) of Pedevco reported in its last 10-K filed on March 29, 2018.

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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. 105 Madison Avenue, 19th Floor, New York, NY 10016

(b) 2. 105 Madison Avenue, 19th Floor, New York, NY 10016

3. 105 Madison Avenue, 19th Floor, New York, NY 10016

4. 105 Madison Avenue, 19th Floor, New York, NY 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).

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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 “.”

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.

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.

(a) The following certification shall be 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.

(b) The following certification shall be 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.

April 24, 2018

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

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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.

April 24, 2018

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 |