

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: May 18, 2015  
DATE OF EARLIEST EVENT REPORTED: May 18, 2015

001-35922  
(Commission file number)

PEDEVCO CORP.  
(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of  
incorporation or organization)

22-3755993  
(IRS Employer Identification  
No.)

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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - 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 May 18, 2015, PEDEVCO Corp. (the "Company") issued a press release announcing that it closed its previously announced public offering. The Company's press release is furnished with this Report as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information presented herein under Item 8.01 and set forth in the attached Exhibit 99.1 is deemed to be "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended.

## ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

<b>Exhibit No.</b>	<b>Description</b>
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<a href="#">99.1**</a>	Press Release Dated May 18, 2015
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\*\* Furnished herewith.

## 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 hereunto duly authorized.

**PEDEVCO CORP.**

By: /s/ Frank C. Ingriselli  
Frank C. Ingriselli  
Chairman and  
Chief Executive Officer

Date: May 18, 2015

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EXHIBIT INDEX

**Exhibit No.**    **Description**

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[99.1\\*\\*](#)    Press Release Dated May 18, 2015

\*\* Furnished herewith.

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**Pacific Energy Development Announces Closing of Public Offering of Common Stock**

DANVILLE, CA--(May 18, 2015) - PEDEVCO Corp., d/b/a Pacific Energy Development (NYSE MKT: PED), a publicly-traded energy company engaged in the acquisition and development of strategic, high growth energy projects, including shale oil and gas assets, in the United States, announced today the closing of its previously disclosed underwritten public offering of 5,600,000 shares of its common stock. In connection with the offering, the company has also granted the underwriter a 45-day option to purchase up to 840,000 additional shares of common stock from the company to cover any over-allotments, if any.

The net proceeds to the company from the offering were approximately \$2.35 million after deduction of underwriting discounts and estimated offering expenses, provided that if the underwriter exercises the overallotment option in full, the total net proceeds to the company will be approximately \$2.73 million. The company plans to use the net proceeds from the offering to extend and acquire additional leasehold rights in the Denver-Julesburg (D-J) Basin in Colorado, fund working capital, and for general corporate purposes.

National Securities Corporation, a wholly-owned subsidiary of National Holdings, Inc. (NASDAQ:NHLD), acted as sole book-running manager for the offering, and Casimir Capital L.P. served as the company's financial advisor for the offering.

PEDEVCO Corp. offered and sold the securities pursuant to its existing shelf registration statement (File No. 333-191869) which was declared effective with the Securities and Exchange Commission on November 5, 2013. A prospectus supplement describing the terms of the offering was filed with the Securities and Exchange Commission and formed a part of the effective registration statement. Copies of the prospectus supplement and accompanying prospectus relating to the offering may be obtained by contacting the below book-running manager at the following address:

National Securities Corporation  
410 Park Avenue, 14th Floor  
New York, NY 10022  
Attn: Kim Addarich  
Telephone: (212)-417-8164  
Email: [prospectusrequest@nationalsecurities.com](mailto:prospectusrequest@nationalsecurities.com)

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of PEDEVCO, and shall not constitute an offer, solicitation or sale of any security in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Pacific Energy Development**

PEDEVCO Corp, d/b/a Pacific Energy Development (NYSE MKT: PED), is a publicly-traded energy company engaged in the acquisition and development of strategic, high growth energy projects, including shale oil and gas assets, in the United States. The Company's principal asset is its D-J Basin Asset located in the D-J Basin in Colorado. Pacific Energy Development is headquartered in Danville, California, with an operations office in Houston, Texas. For more information, please visit [www.PacificEnergyDevelopment.com](http://www.PacificEnergyDevelopment.com).

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## Cautionary Note Regarding Forward-Looking Statements

All statements in this press release that are not based on historical fact are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. While management has based any forward-looking statements contained herein on its current expectations, the information on which such expectations were based may change. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of risks, uncertainties, and other factors, many of which are outside of the Company's control, that could cause actual results to materially differ from such statements. Such risks, uncertainties, and other factors include, but are not necessarily limited to, those set forth under Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The Company operates in a highly competitive and rapidly changing environment, thus new or unforeseen risks may arise. Accordingly, investors should not place any reliance on forward-looking statements as a prediction of actual results. The Company disclaims any intention to, and undertakes no obligation to, update or revise any forward-looking statements. Readers are also urged to carefully review and consider the other various disclosures in the Company's public filings with the SEC.

Pacific Energy Development

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