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

FORM 8-K/A

(Amendment No. 3)

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

Date of Report (Date of Earliest Event Reported): **October 29, 2025**

PEDEVCO CORP.

(Exact name of registrant as specified in its charter)

Texas	**001-35922**	**22-3755993**
(State or other jurisdiction of incorporation or organization)	**(Commission file number)**	**(IRS Employer Identification No.)**

575 N. Dairy Ashford, Suite 210 Houston, Texas	**77079**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (713) 221-1768

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.001 par value per share	PED	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

PEDEVCO Corp. (the "Company," "we" and "us") previously filed a Current Report on Form 8-K with the Securities and Exchange Commission (the "SEC") on November 3, 2025 (the "Initial Form 8-K"), disclosing that on October 31, 2025 (the "Closing Date"), the Company entered into, and closed the transactions contemplated by, an Agreement and Plan of Merger (the "Merger Agreement"), with NP Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company ("First Merger Sub"), COG Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company ("Second Merger Sub," and together with First Merger Sub, the "Merger Subs"), North Peak Oil & Gas, LLC, a Delaware limited liability company ("NPOG"), Century Oil and Gas Sub-Holdings, LLC, a Delaware limited liability company ("COG," and together with NPOG, "North Peak"), and, solely for purposes of the specified provisions therein, North Peak Oil & Gas Holdings, LLC, a Delaware limited liability company ("North Peak Holdings"), pursuant to which (a) First Merger Sub merged with and into NPOG, with NPOG being the surviving entity and a wholly-owned subsidiary of the Company, and (b) Second Merger Sub merged with and into COG, with COG being the surviving entity and a wholly-owned subsidiary of the Company (clauses (a) and (b), together, the "Mergers" or the "North Peak Merger"). Concurrently with the closing of the Mergers, certain investors subscribed for and purchased an aggregate of 6,363,637 shares of PEDEVCO Series A Convertible Preferred Stock at a price of $5.50 per share, or an aggregate of approximately $35,000,004, from the Company. North Peak owns substantial oil-weighted producing assets and leasehold interests with future drilling inventory located in the Northern DJ and Powder River Basins, including approximately 281,000 net acres.

The Company subsequently filed required financial statements and pro forma financial information associated with the Mergers pursuant to an Amendment No. 1 to Current Report on Form 8-K/A filed with the SEC on December 23, 2025 ("Amendment No. 1"), which was subsequently amended by an Amendment No. 2 to Current Report on Form 8-K/A filed with the SEC on January 9, 2026 ("Amendment No. 2").

This Amendment No. 3 to the Initial Form 8-K on Form 8-K/A further amends the Initial Form 8-K, as amended by Amendment No. 1 and Amendment No. 2, to include additional pro forma financial information for the year ended December 31, 2025, which information was not required to be included in the Initial Form 8-K, Amendment No. 1 or Amendment No. 2.

This Amendment No. 3 should be read in conjunction with the Initial Form 8-K, Amendment No. 1 and Amendment No. 2 thereto, and our other SEC filings.

Item 9.01. Financial Statements and Exhibits.

(b) *Pro forma financial information*.

The unaudited pro forma condensed combined financial statements filed herewith as Exhibit 99.1 are based on the historical consolidated financial statements of the Company and adjust such information to give effect to the Mergers.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2025, gives pro forma effect to the North Peak Merger as if it had occurred on January 1, 2025.

The unaudited pro forma condensed combined financial information is provided for illustrative purposes only and does not purport to represent what the actual consolidated results of operations of the Company would have been had the North Peak Merger occurred on the date noted above, nor is it necessarily indicative of future consolidated results of operations.

(d) *Exhibits*.

Exhibit Number	Description of Exhibit
99.1*	Unaudited pro forma condensed combined statement of operations for the year ended December 31, 2025, and the related notes thereto
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K/A and Exhibit 99.1 hereto contain forward-looking statements within the safe harbor provisions under the federal securities laws, including the Private Securities Litigation Reform Act of 1995, and, as such, may involve known and unknown risks, uncertainties and assumptions. These forward-looking statements relate to the Company's current expectations and are subject to the limitations and qualifications set forth in this Current Report on Form 8-K/A as well as in the Company's other filings with the Securities and Exchange Commission, including, without limitation, that actual events and/or results may differ materially from those projected in such forward-looking statements. These statements also involve known and unknown risks, which may cause the results of the Company and its subsidiaries to be materially different from those expressed or implied in such statements. Accordingly, readers should not place undue reliance on any forward-looking statements. Forward-looking statements may include comments as to the Company's beliefs and expectations as to future financial performance, events and trends affecting its business and are necessarily subject to uncertainties, many of which are outside the Company's control. More information on potential factors that could affect the Company's financial results is included from time to time in the "Cautionary Note Regarding Forward-Looking Statements," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's periodic and current filings with the SEC, including the Form 10-Qs and Form 10-Ks, filed with the SEC and available at www.sec.gov and the Company's website at https://www.PEDEVCO.com/ped/sec_filings, and specifically including the Company's Annual Report on Form 10-K for the year ended December 31, 2025, and the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026. Forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise that occur after that date, except as otherwise provided by law.

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.

Date: August 25, 2026

By: /s/ *J. Douglas Schick*
J. Douglas Schick
President and Chief Executive Officer

PEDEVCO Corp.
Unaudited Pro Forma Condensed Combined Financial Information

On October 31, 2025 (the "Closing Date"), PEDEVCO Corp., a Texas corporation (the "Company" or "PEDEVCO"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), with NP Merger Sub, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company ("First Merger Sub"), COG Merger Sub, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company ("Second Merger Sub," and together with First Merger Sub, the "Merger Subs"), North Peak Oil & Gas, LLC, a Delaware limited liability company ("NPOG"), Century Oil and Gas Sub-Holdings, LLC, a Delaware limited liability company ("COG," and together with NPOG, "North Peak"), and, solely for purposes of the specified provisions therein, North Peak Oil & Gas Holdings, LLC, a Delaware limited company ("North Peak Holdings").

Pursuant to the Merger Agreement, at the effective time, (a) First Merger Sub merged with and into NPOG, with NPOG being the surviving entity and a wholly owned subsidiary of PEDEVCO and (b) Second Merger Sub merged with and into COG, with COG being the surviving entity and a wholly owned subsidiary of PEDEVCO (clauses (a) and (b), together, the "Mergers"). North Peak owns substantial oil-weighted producing assets and leasehold interests with future drilling inventory located in the Northern DJ and Powder River Basins including approximately 281,000 net acres ("North Peak Merger"). The North Peak Merger closed on October 31, 2025.

Concurrently with the Closing Date of the North Peak Merger, certain investors subscribed for and purchased an aggregate of 6,363,637 shares of PEDEVCO Series A Preferred Stock (the "PIPE Preferred Shares"), at a price per share equal to $5.50 per share ($11.00 per share on a post-reverse stock split basis), for proceeds of $35.0 million, pursuant to these investors entering into Series A Convertible Preferred Stock Subscription Agreements in favor of PEDEVCO. The PIPE Preferred Shares converted into 3,181,818 shares of Company common stock on February 27, 2026.

Based on estimates as of October 31, 2025, the fair value of consideration paid to the seller, after closing adjustments, is approximately $179.9 million, including 10,650,000 of Series A Convertible Preferred Stock, with a fair value of $64.2 million, along with $115.7 million in cash paid to settle North Peak's debt, a portion of which was funded by the net proceeds received from the PIPE Preferred Shares with the remainder funded by PEDEVCO's revolving credit facility. Additionally, as part of the North Peak Merger, PEDEVCO acquired all assets and liabilities of North Peak.

The North Peak Merger was accounted for as a business combination in accordance with Accounting Standards Codification Topic 805, *Business Combinations* ("ASC 805"). PEDEVCO was treated as the accounting acquirer and therefore recognized the assets acquired and liabilities assumed at their respective fair values as of the closing date. Any transaction costs were expensed as incurred in accordance with ASC 805. The unaudited pro forma condensed combined financial information presented herein has been prepared to reflect the transaction accounting adjustments to PEDEVCO's historical consolidated financial information in order to account for the North Peak Merger.

The North Peak Merger is included in the Company's consolidated balance sheet as of December 31, 2025, as reflected in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Securities and Exchange Commission ("SEC") on March 31, 2026. Accordingly, the Unaudited Pro Forma Condensed Combined Balance Sheet is not presented. The Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2025, gives effect to the North Peak Merger as if it had been completed on January 1, 2025. The unaudited pro forma condensed combined financial information has been compiled in a manner consistent with the accounting policies adopted by PEDEVCO. These pro forma adjustments are described in more detail in the accompanying notes to the unaudited pro forma condensed combined financial information. Additional assumptions and estimates underlying the pro forma adjustments are also described in the accompanying notes, which should be read in conjunction with the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information is provided for illustrative purposes only and does not purport to represent what the actual consolidated results of operations of PEDEVCO would have been had the North Peak Merger occurred on the date noted above, nor are they necessarily indicative of future consolidated results of operations. Future results may vary significantly from the results reflected because of various factors. In PEDEVCO's opinion, all adjustments that are necessary to present fairly the unaudited pro forma condensed combined financial information have been made.

The unaudited pro forma condensed combined financial information does not reflect the benefits of potential cost savings or the costs that may be necessary to achieve such savings, opportunities to increase revenue generation or other factors that may result from the North Peak Merger and, accordingly, does not attempt to predict or suggest future results.

The unaudited pro forma condensed combined financial information has been developed from and should be read in conjunction with:

- The audited consolidated financial statements and accompanying notes of PEDEVCO contained in PEDEVCO's Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 31, 2026; and

- The unaudited combined financial statements and accompanying notes of North Peak as of September 30, 2025 and for the nine months ended September 30, 2025, which are included as Exhibit 99.2 to the Current Report on Form 8-K/A filed by PEDEVCO with the SEC on January 9, 2026.

PEDEVCO Corp.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2025
(amounts in thousands, except for share and per share amounts)

	Historical		Transaction Accounting Adjustments		
	PEDEVCO For the Year Ended December 31, 2025	North Peak For the Nine Months Ended September 30, 2025	Conforming and Reclassifications	North Peak Merger	Pro Forma Combined
Revenue:					
Oil and gas sales	$ 45,751	$ —	$ 78,744 (a)	$ 7,717 (b)	$ 132,212
Crude oil, natural gas and NGL sales, net	—	78,744	(78,744) (a)	—	—
Gain (loss) on derivatives, net	—	7,898		(5,984) (b)	—
				(1,914) (a)	
Operating expenses:					
Lease operating costs	19,120	—	30,647 (a)	1,021 (b)	61,146
			162 (a)		
			10,196 (a)		
Lease operating and workover expenses	—	30,647	(30,647) (a)	—	—
Exploration expense	—	162	(162) (a)	—	—
Production and ad valorem taxes	—	10,196	(10,196) (a)	—	—
Selling, general and administrative expense	16,788	—	4,786 (a)	3,386 (b)	28,924
			3,964 (a)		
General and administrative	—	4,786	(4,786) (a)	—	—
Impairment of oil and gas properties	908	—	—	—	908
Depletion, depreciation and amortization	—	36,256	—	(37,745) (c)	—
				1,489 (b)	
Accretion	—	209	—	(212) (c)	—
				3 (b)	
Affiliate expense	—	3,964	(3,964) (a)	—	—
Depreciation, depletion, amortization and accretion	18,009	—	—	14,411 (c)	32,550
				130 (f)	
Total operating expenses	54,825	86,220	—	(17,517)	123,528
Gain (loss) on sale of oil and gas properties	2,597	—	(1,686) (a)	—	911
Note receivable – credit loss	(1,378)	—	—	—	(1,378)
Operating income (loss)	(7,855)	422	(1,686)	17,336	8,217
Other income (expense), net:					
Interest income	274	—	—	—	274
Interest expense	(1,407)	(13,678)	—	9,266 (d)	(6,729)
				(910) (b)	
Loss on the sale of assets	—	(1,686)	1,686 (a)	—	—
Net gain on derivative contracts	6,253	—	—	1,914 (a)	8,167
Other income	428	1,910	—	(1,560) (b)	778
Total other income (expense)	5,548	(13,454)	1,686	8,710	2,490
Income (loss) before income taxes	(2,307)	(13,032)	—	26,046	10,707
Income tax expense	(8,055)	—	—	(2,733) (e)	(10,788)
Net income (loss)	$ (10,362)	$ (13,032)	$ —	$ 23,313	$ (81)
Loss per common share:					
Basic	$ (2.25)			$ 2.23 (h)	$ (0.02)
Diluted	$ (2.25)			$ 2.23 (h)	$ (0.02)
Weighted average number of common shares outstanding:					
Basic	4,615,058			— (g)	4,615,058
Diluted	4,615,058			— (g)	4,615,058

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.

PEDEVCO Corp.

Notes to Unaudited Pro Forma Condensed Combined Financial Information

1. Basis of Presentation

The accompanying unaudited pro forma condensed combined financial information were prepared based on the historical consolidated financial statements of PEDEVCO and the historical combined financial statements of North Peak. The North Peak Merger has been accounted for as a business combination in accordance with ASC 805. PEDEVCO recognized the assets acquired and liabilities assumed at their respective fair values as of the closing date. Any transaction costs were expensed as incurred in accordance with ASC 805.

The North Peak Merger is included in the Company's consolidated balance sheet as of December 31, 2025, as reflected in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 31, 2026. Accordingly, the Unaudited Pro Forma Condensed Combined Balance Sheet is not presented. The Unaudited Pro Forma Condensed Combined Statement of Operations for the Year Ended December 31, 2025 gives effect to the North Peak Merger as if it had been completed on January 1, 2025. These pro forma adjustments are described in more detail in the accompanying notes to the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information is provided for illustrative purposes only and does not purport to represent what the actual consolidated results of operations of PEDEVCO would have been had the North Peak Merger occurred on the date noted above, nor is it indicative of future consolidated results of operations. Future results may vary significantly from the results reflected in the unaudited condensed combined pro forma statement of operations. In PEDEVCO's opinion, all adjustments that are necessary to present fairly the unaudited pro forma condensed combined financial information have been made.

2. Consideration and Purchase Price Allocation

The allocation of the total purchase price was based upon management's estimates of, and assumptions related to, the fair value of assets acquired and liabilities assumed as of October 31, 2025 using available information and market data. Determining the fair value of the acquired assets and assumed liabilities required significant judgment and the use of various assumptions, the most significant of which related to the valuation of NPOG's and COG's oil and gas properties.

The fair value measurements of assets acquired and liabilities assumed were based on inputs that are not observable in the market and therefore represent Level 3 inputs. The fair value of oil and gas properties and asset retirement obligations were measured using the discounted cash flow technique of valuation. The fair value per share of Series A Convertible Preferred Stock of PEDEVCO was estimated based upon the fair value of the common stock of PEDEVCO. The fair value for the Series A Convertible Preferred Stock was based upon the October 31, 2025 closing price of $0.603 per common share multiplied by the conversion ratio of 10-to-1.

Significant unobservable inputs included future commodity prices adjusted for differentials, projections of estimated quantities of recoverable reserves, forecasted production based on decline curve analysis, estimated timing and amount of future operating and development costs, and a weighted average cost of capital.

The consideration transferred and the fair value of assets acquired and liabilities assumed by PEDEVCO are as follows (in thousands, except for per share amounts):

Consideration:		
Series A Convertible Preferred Stock of PEDEVCO		10,650
Fair value per share of Series A Convertible Preferred Stock of PEDEVCO	$	6.03
Total stock consideration		64,220
Cash paid to settle North Peak debt contemporaneously with close		115,646
Total consideration	$	179,866
Fair value of assets acquired:		
Cash and cash equivalents	$	24
Accounts receivable – oil and gas		12,806
Commodity derivative asset, current		5,264
Prepaid expenses and other current assets		591
Oil and gas properties, subject to amortization, net		191,700
Oil and gas properties, not subject to amortization, net		11,266
Commodity derivative asset, noncurrent		1,584
Other long-term assets		2,177
Amount attributable to assets acquired	$	225,412
Fair value of liabilities assumed:		
Accounts payable and accrued expenses	$	41,719
Asset retirement obligations, current		488
Asset retirement obligations, long-term		1,096
Other long-term liabilities		2,243
Amount attributable to liabilities assumed	$	45,546
Total identifiable net assets acquired	$	179,866

3. Adjustments to Unaudited Pro Forma Condensed Combined Statement of Operations

The unaudited pro forma condensed combined financial information has been compiled in a manner consistent with the accounting policies adopted by PEDEVCO. Actual results may differ materially from the assumptions and estimates contained herein.

The pro forma adjustments are based on currently available information and certain estimates and assumptions that PEDEVCO believes provide a reasonable basis for presenting the significant effects of the North Peak Merger. General descriptions of the pro forma adjustments are provided below.

Unaudited Pro Forma Condensed Combined Statement of Operations

The following adjustments were made in the preparation of the Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2025:

(a) Adjustments to conform North Peak revenues and expenses to the presentation by PEDEVCO.

(b) Adjustment to include revenues and expenses of North Peak for the month of October 2025.

(c) Adjustment represents the removal of depreciation, depletion, and amortization expense and accretion expense of North Peak and the resulting change in basis of oil and gas properties acquired as a result of the North Peak Merger. The depletion expense adjustment was calculated using the unit-of-production method under the successful efforts method of accounting using estimated proved reserves and production volumes attributable to the acquired assets.

(d) Adjustment to reflect the estimated interest expense in the period with respect to borrowings by PEDEVCO to effectuate the North Peak Merger. The interest rate utilized as of December 31, 2025 was approximately 7.3% per annum for incremental borrowings of PEDEVCO. A one-eighth point change in interest rates as of December 31, 2025 would change interest expense by $0.1 million for the year ended December 31, 2025.

(e) Adjustment to reflect estimated income taxes associated with the North Peak Merger. Income taxes were estimated by applying the statutory rate of 21.0% to pre-tax income of the operations of North Peak and to the transaction accounting adjustments. The actual future effective tax rate could be significantly different from the statutory tax rate due to many factors, such as future results and future tax attributes.

(f) Adjustment represents accretion expense from new asset retirement obligations recognized as a result of the North Peak Merger. The accretion adjustment was estimated using assumptions consistent with those of PEDEVCO, including a credit-adjusted risk-free rate of 11.0%, an inflation rate of 2.6%, a 33 year well life and a reclamation cost of $0.1 million per well.

(g) Concurrently with the Closing Date of the North Peak Merger, certain investors subscribed for and purchased an aggregate of 6,363,637 PIPE Preferred Shares at a price per share equal to $5.50 per share ($11.00 per share on a post-reverse stock split basis), for net proceeds of $35.0 million, pursuant to these investors entering into Series A Convertible Preferred Stock Subscription Agreements in favor of PEDEVCO. The PIPE Preferred Shares converted into 3,181,818 shares of Company common stock on February 27, 2026. These potentially dilutive securities were excluded from the computation of diluted net loss per share because their inclusion would have been anti-dilutive.

(h) The following table reconciles historical and pro forma basic and diluted loss per share for the period indicated (in thousands, except for share and per share amounts):

	For the Year Ended December 31, 2025	
	Historical	**Pro Forma**
Numerator:		
Net loss	$ (10,362)	$ (81)
Denominator:		
Weighted average common shares — basic	4,615,058	4,615,058
Dilutive effect of common stock equivalents:		
Options	—	—
Convertible Series A Preferred Stock	—	—
PIPE Preferred Shares	—	—
Denominator:		
Weighted average common shares — diluted	4,615,058	4,615,058
Loss per share — basic	$ (2.25)	$ (0.02)
Loss per share — diluted	$ (2.25)	$ (0.02)