

PEDEVCO CORP  
Form SC 13G  
June 23, 2016

**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)

Christian Thomas; 1370 Avenue of the Americas, 32<sup>nd</sup> Floor, New York, New York 10019; 646-356-1623

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

May 12, 2016

(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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NAMES OF REPORTING PERSONS

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

SENIOR HEALTH INSURANCE COMPANY OF PENNSYLVANIA  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)  x

(b)  ..

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Pennsylvania

SOLE VOTING POWER

5.

0

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

401,342

OWNED BY  
EACH

SOLE DISPOSITIVE POWER

REPORTING

7.

0

PERSON WITH

SHARED DISPOSITIVE POWER

8.

401,342

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 401,342

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (see instructions) ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 0.81%

TYPE OF REPORTING PERSON (see instructions)

12. IC



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

BRE BCLIC SUB  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
2. GROUP  
(see instructions)  
(a)  x  
(b)  ..

3. SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
4. ORGANIZATION

New York

	SOLE VOTING POWER
5.	0
NUMBER OF	SHARED VOTING POWER
SHARES	6.
BENEFICIALLY	14,406
OWNED BY	SOLE DISPOSITIVE POWER
EACH	7.
REPORTING	0
PERSON WITH	SHARED DISPOSITIVE POWER
	8.
	14,406

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
14,406

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

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0.03%

TYPE OF REPORTING PERSON (see instructions)

12.

OO

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NAMES OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION

1. NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

BRE WNIC 2013  
LTC PRIMARY  
CHECK THE  
APPROPRIATE  
BOX IF A

2. MEMBER OF A  
GROUP  
(see instructions)

(a)  x  
(b)  ..

3. SEC USE ONLY

CITIZENSHIP OR  
PLACE OF

4. ORGANIZATION

New York

SOLE VOTING POWER

5.

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

6.

416,364

SOLE DISPOSITIVE POWER

7.

0

REPORTING  
PERSON WITH

SHARED DISPOSITIVE POWER

8.

416,364

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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416,364

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

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0.84%

TYPE OF REPORTING PERSON (see instructions)

12.

OO

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NAMES OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION

1. NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

BRE WNIC 2013  
LTC SUB  
CHECK THE  
APPROPRIATE  
BOX IF A

2. MEMBER OF A  
GROUP  
(see instructions)

(a)  x  
(b)  ..

3. SEC USE ONLY

CITIZENSHIP OR  
PLACE OF

4. ORGANIZATION

New York

SOLE VOTING POWER

5.

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

6.

27,330

SHARED VOTING POWER  
SOLE DISPOSITIVE POWER

7.

0

REPORTING  
PERSON WITH

SHARED DISPOSITIVE POWER

8.

27,330

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,330

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions) "

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0.05%

TYPE OF REPORTING PERSON (see instructions)

12.

OO

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NAMES OF REPORTING PERSONS

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

BBLN-PEDCO CORP.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6.

2,981,400

SOLE DISPOSITIVE POWER

7.

0

SHARED DISPOSITIVE POWER

8.

2,981,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,981,400

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

5.99%

TYPE OF REPORTING PERSON (see instructions)

12.

CO



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NAMES OF REPORTING PERSONS

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

BHLN-PEDCO CORP.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

0

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

2,981,400

OWNED BY

SOLE DISPOSITIVE POWER

EACH

7.

0

REPORTING

PERSON WITH

SHARED DISPOSITIVE POWER

8.

2,981,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,981,400

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

5.99%

TYPE OF REPORTING PERSON (see instructions)

12.

CO



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NAMES OF REPORTING PERSONS

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

B ASSET MANAGER, LP<sup>1</sup>

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

0

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

4,971,824<sup>2</sup>

OWNED BY

SOLE DISPOSITIVE POWER

EACH

7.

0

REPORTING

PERSON WITH

SHARED DISPOSITIVE POWER

8.

4,971,824<sup>2</sup>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

4,971,824<sup>2</sup>

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.99%<sup>2</sup>

TYPE OF REPORTING PERSON (see instructions)

12.

PN

<sup>1</sup> B Asset Manager, LP (“BAM”) is the investment manager, directly or indirectly, of the securities owned by the other Reporting Persons (the “Investors”) reporting on this Schedule 13G. Mark Feuer and Dhruv Narain, through other entities, are the controlling principals of BAM, and share sole voting and investment power over such securities. Each of BAM, Mark Feuer and Dhruv Narain disclaims beneficial ownership of the securities held by the Investors.

<sup>2</sup> The warrants disclosed herein contain an issuance limitation prohibiting each Investor from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by such Investor and its affiliates of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation for the warrants may be revoked by the Investor upon at least 61 days prior written notice to PEDEVCO Corp. which notice shall only be effective if delivered at a time when no indebtedness of the PEDEVCO Corp. is outstanding, of which the Investor or any of its affiliates was, at any time, the owner, directly or indirectly.



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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. SENIOR HEALTH INSURANCE COMPANY OF PENNSYLVANIA

2. BRE BCLIC SUB

3. BRE WNIC 2013 LTC PRIMARY

(a) 4. BRE WNIC 2013 LTC SUB

5. BBLN-PEDCO CORP.

6. BHLN-PEDCO CORP.

7. B ASSET MANAGER, LP

(b) Address of the Principal Office or, if none, residence

1. 550 Congressional Blvd., Suite 200, Carmel, IN 46032

2. 1370 Avenue of the Americas, 32<sup>nd</sup> Floor, New York, New York 10019

3. 1370 Avenue of the Americas, 32<sup>nd</sup> Floor, New York, New York 10019

4. 1370 Avenue of the Americas, 32<sup>nd</sup> Floor, New York, New York 10019

5. 1370 Avenue of the Americas, 32<sup>nd</sup> Floor, New York, New York 10019

6. 1370 Avenue of the Americas, 32<sup>nd</sup> Floor, New York, New York 10019

7. 1370 Avenue of the Americas, 32<sup>nd</sup> Floor, New York, New York 10019

(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).

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- (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 .

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

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

B Asset Manager, LP (“BAM”) is the investment manager, directly or indirectly, of the securities owned by the Reporting Persons reporting on this Schedule 13G. Mark Feuer and Dhruv Narain, through other entities, are the controlling principals of BAM, and share sole voting and investment power over such securities. Each of BAM, Mark Feuer and Dhruv Narain disclaims beneficial ownership of the securities held by the Reporting Persons.

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**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.

**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.

June 20, 2016  
Date

**B ASSET MANAGER, LP**

/s/ Dhruv Narain  
Signature

Dhruv Narain, President  
Name/Title

**BRE BCLIC SUB**

/s/ David Young  
Signature

David Young – Vice President  
Name/Title

**SENIOR HEALTH INSURANCE COMPANY OF PENNSYLVANIA BRE WNIC 2013 LTC PRIMARY**

/s/ Paul E. Lorentz  
Signature

Paul E. Lorentz, CFO  
Name/Title

/s/ David Young  
Signature

David Young – Vice President  
Name/Title

**BBLN-PEDCO CORP.**

/s/ Dhruv Narain  
Signature

Dhruv Narain, President  
Name/Title

**BRE WNIC 2013 LTC SUB**

/s/ David Young  
Signature

David Young – Vice President  
Name/Title

**BHLN-PEDCO CORP.**

/s/ Dhruv Narain  
Signature

Dhruv Narain, President  
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.

June 20, 2016  
Date

**B ASSET MANAGER, LP**

/s/ Dhruv Narain  
Signature

Dhruv Narain – President  
Name/Title

**BRE BCLIC SUB**

/s/ David Young  
Signature

David Young – Vice President  
Name/Title

**SENIOR HEALTH INSURANCE COMPANY OF PENNSYLVANIA BRE WNIC 2013 LTC PRIMARY**

/s/ Paul E. Lorentz  
Signature

Paul E. Lorentz, CFO  
Name/Title

/s/ David Young  
Signature

David Young – Vice President  
Name/Title

**BBLN-PEDCO CORP.**

/s/ Dhruv Narain  
Signature

Dhruv Narain – President  
Name/Title

**BRE WNIC 2013 LTC SUB**

/s/ David Young  
Signature

David Young – Vice President  
Name/Title

**BHLN-PEDCO CORP.**

/s/ Dhruv Narain  
Signature

Dhruv Narain – President  
Name/Title

**EXHIBIT B**

Types of Reporting Persons

Reporting Person	Type(s)
SENIOR HEALTH INSURANCE COMPANY OF PENNSYLVANIA	IC
BRE BCLIC SUB	OO
BRE WNIC 2013 LTC PRIMARY	OO
BRE WNIC 2013 LTC SUB	OO
BBLN-PEDCO CORP.	CO
BHLN-PEDCO CORP.	CO
B ASSET MANAGER, LP	PN

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