

PEDEVCO CORP
Form SC 13G
February 16, 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)

Common Stock
(Title of Class of Securities)

70532Y204
(CUSIP Numbers)

December 31, 2015
(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 the disclosures provided in a prior cover page.

The information required in 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

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

RBC Dominion Securities Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐ (b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially 2,571,200

Owned by each

7. Sole Dispositive Power

Reporting

0

Person With:

8. Shared Dispositive Power

2,571,200

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,571,200

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

☐

11. Percent of Class Represented by Amount in Row (9)

5.7%

12. Type of Reporting Person (See Instructions)

FI

CUSIP No. 70532Y204

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

RBC Private Counsel (USA) Inc. ("RBC PC")

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially

2,571,200

Owned by each

7. Sole Dispositive Power

Reporting

0

Person With:

8. Shared Dispositive Power

2,571,200

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,571,200

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

☐

11. Percent of Class Represented by Amount in Row (9)

5.7%

12. Type of Reporting Person (See Instructions)

IA

Item 1.

- (a) Name of Issuer
Pedevco Corp
- (b) Address of Issuer's Principal Executive Offices
4125 Blackhawk Plaza Circle
Suite 201
Danville, CA 94506

Item 2.

- (a) Name of Person Filing
 - 1. RBC Dominion Securities Inc.
 - 2. RBC Private Counsel (USA) Inc.
- (b) Address of Principal Business Office or, if none, Residence
 - 1. 277 Front St W
5th Floor
Toronto A6 M5V2X4
 - 2. 155 Wellington Street West
17th Floor
Toronto A6 M5V 3K7
- (c) Citizenship
See Item 4 of the Cover Pages.
- (d) Title of Class of Securities
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 persons filing are:

- (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);
 - (j) ☒ A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
 - (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: o.

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

Not applicable.

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

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

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.

By signing below for RBC Dominion Securities Inc. I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to the broker-dealer is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

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.

Dated: February 12, 2016

RBC DOMINION SECURITIES INC.

/s/ Mike Scott

Signature

Mike Scott / Managing Director

Name/Title

RBC PRIVATE COUNSEL (USA) INC.

/s/ Mike Scott

Signature

Mike Scott / Managing Director

Name/Title

Index to Exhibits

Exhibit

Exhibit

A

Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or 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 Agreement as of February 12, 2016.

RBC DOMINION SECURITIES INC.

/s/ Mike Scott

Signature

Mike Scott / Managing Director

Name/Title

RBC PRIVATE COUNSEL (USA) INC.

/s/ Mike Scott

Signature

Mike Scott / Managing Director

Name/Title
