

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

3PEA INTERNATIONAL, INC.

Form: 4

Date Filed: 2018-12-07

Corporate Issuer CIK: 1496443

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person DEPRIMA ANTHONY E			2. Issuer Name and Ticker or Trading Symbol 3PEA INTERNATIONAL, INC. [TPNL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) X Other (specify below) Former Director and Secretary		
(Last) (First) (Middle) 1700 W. HORIZON RIDGE PARKWAY, STE 200			3. Date of Earliest Transaction (Month/Day/Year) 12/05/2018					
(Street) HENDERSON, NV 89012			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/05/2018		A	200,000	A	(1)	2,945,163	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Grant	(2)	12/05/2018		C			200,000	(3)	(3)	Common Stock	200,000	(3)	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEPRIMA ANTHONY E 1700 W. HORIZON RIDGE PARKWAY, STE 200 HENDERSON, NV 89012				Former Director and Secretary

Signatures

/s/ Anthony E. Deprima	12/05/2018
Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person,see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) N/A

(2) N/A

On November 11,2016, the Company granted Anthony E. DePrima five hundred thousand shares of common stock with a value of \$78,795. The stock grant vests in equal amounts over a five year (3) period on the last day of each calendar quarter if Mr. DePrima is still employed by the Company at that time. As of December 5, 2018, 2018, two hundred thousand shares have vested and have been issued to Mr. DePrima. On November 8th 2018 Mr. DePrima retired from the Company. Therefore, the remaining grant for three hundred thousand shares has been cancelled.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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(Last) (First) (Middle) 1700 W. HORIZON RIDGE PARKWAY, STE 200		3. Date of Earliest Transaction (Month/Day/Year) 12/05/2018					
(Street) HENDERSON, NV 89012		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/05/2018		A	200,000A	(1) 2,945,163	D	

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				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares				
Stock Grant	(2)	12/05/2018		C	200,000	(3) (3)	Common Stock	200,000	(3)	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEPRIMA ANTHONY E 1700 W. HORIZON RIDGE PARKWAY, STE 200 HENDERSON, NV 89012				Former Director and Secretary

Signatures

/s/ Anthony E. Deprima

12/05/2018

Signature of Reporting Person

Date

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