

# 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                                   |           |
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☐ 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<br><b>Herman Joan M</b>       |                                         | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>3PEA INTERNATIONAL, INC. [TPNL]</b> |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Operating Officer</b> |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br><b>1700 W. HORIZON RIDGE PARKWAY, #200</b> |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/05/2018</b>                        |                                   |                                                                                                                                                                                                                                                                                                                      |                                                                                                  |                                                             |                                                          |
| (Street)<br><b>HENDERSON, NV 89012</b>                                |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                                         |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                    |                                                                                                  |                                                             |                                                          |
| (City) (State) (Zip)                                                  |                                         | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>      |                                   |                                                                                                                                                                                                                                                                                                                      |                                                                                                  |                                                             |                                                          |
| 1. Title of Security<br>(Instr. 3)                                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                                        | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                                                                                                                                 | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                       |                                         |                                                                                              | Code V                            | Amount (A) or (D) Price                                                                                                                                                                                                                                                                                              |                                                                                                  |                                                             |                                                          |
| Common Stock                                                          | 12/05/2018                              |                                                                                              | A                                 | 200,000 A                                                                                                                                                                                                                                                                                                            | (1) 400,000                                                                                      | D                                                           |                                                          |

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

|  |                                                                                                                                                                                        |
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|  | 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) |
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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(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)                                           | 600,000                                                                                               | D                                                                                   |                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                         |       |
|-----------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                             | Director      | 10% Owner | Officer                 | Other |
| Herman Joan M<br>1700 W. HORIZON RIDGE PARKWAY, #200<br>HENDERSON, NV 89012 | X             |           | Chief Operating Officer |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ Joan M. Herman            | 12/06/2018 |
| 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

(3) Upon employment, the Company granted Joan M. Herman 200,000 shares of restricted common stock with a value of \$84,400.00. These shares have been issued and are restricted. At the same time, the Company also granted but did not issued Ms. Herman four equal tranches of two hundred thousand restricted shares each, which vest quarterly in equal amounts over a four year period on the last day of each quarter, commencing December 31, 2017, if Joan M. Herman is still employed at that time. As of December 5, 2018, two hundred thousand shares have vested and have been issued. Six hundred thousand shares have not vested, and have not been issued.

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

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

