

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

3PEA INTERNATIONAL, INC.

Form: 4

Date Filed: 2018-12-07

Corporate Issuer CIK: 1496443

(Print or Type Responses)

1. Name and Address of Reporting Person Polan Brian		2. Issuer Name and Ticker or Trading Symbol 3PEA INTERNATIONAL, INC. [TPNL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) VP Corporate Finance</div>			
(Last) (First) (Middle) 1700 W. HORIZON RIDGE PKWY, SUITE 200		3. Date of Earliest Transaction (Month/Day/Year) 12/05/2018					
(Street) HENDERSON, NV 89102		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code V	Amount (A) or (D) Price			
Common Stock	12/05/2018		A	200,000 A	(1) 256,390	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)	300,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polan Brian 1700 W. HORIZON RIDGE PKWY, SUITE 200 HENDERSON, NV 89102				VP Corporate Finance

Signatures

/s/ Brian Polan	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

On November 11 2016, the company granted Brian Polan five hundred thousand shares of common stock with a value of \$78,795. The stock grant vested in equal amounts over a five year period on (3) the last day of each calendar quarter if Mr. Polan still employed by the company at that time. As of December 5, 2018, two hundred thousand shares have vested and have been issued. Three 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.

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FORM 4

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

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

OMB APPROVAL
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Estimated average burden hours per response... 0.5

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)

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Reporting Owner Name / Address	Relationships			
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Polan Brian 1700 W. HORIZON RIDGE PKWY, SUITE 200 HENDERSON, NV 89102				VP Corporate Finance

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