

### **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

## 3PEA INTERNATIONAL, INC.

Form: 4

Date Filed: 2018-12-07

Corporate Issuer CIK: 1496443

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# Check this box if no

(Print or Type Responses)

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

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burd	len hours							
per response	0.5							

5. Relationship of Reporting Person(s) to Issuer

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person-

### 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

2. Issuer Name and Ticker or Trading Symbol

Polati bila									IIONAL,						Director	(	10% (		
(Last) (First) (Middle) 1700 W. HORIZON RIDGE PKWY, SUITE 200					Date of Earliest Transaction (Month/Day/Year)     12/05/2018									Officer (give title below) X_ Other (specify below)  VP Corporate Finance					
(Street)					12/05/2018  4. If Amendment, Date Original FiledMonth/Day/Year)									Golporate Finance     Individual or Joint/Group Filing(Check Applicable Line)					
HENDERSON, NV 89102					4. II AIIIeriument, Date Originai FileqMonth/Day/Year)									Individual of Joint/Group Filling(Check Applicable Line)     Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)		(State)	(Zip)						Table I -	Non-	Deriva	ative Se	curitie	s Acqui	red, Disposed o	of, or Bene	ficially Owned		
1.Title of Security (Instr. 3)		Date	saction /Day/Yea	ar) a	Execution Date, if		3. Transac Code (Instr. 8)			or Dispo	ies Acquired posed of (D) 4 and 5)		5. Amount of Securities Beneficially Ov Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	7. Nature of Indirect Beneficial		
							(	Code	V	Am	nount	(A) or (D)	Price	е				Ownership (Instr. 4)	
Common Stock 12/05/2018									Α		200	0,000	4	<u>(1)</u>	256,390			D	
Reminder: Re	eport on a sepa	rate line for each c	lass of secu	rities ben	efic	ially ow	vned	direc	tlv or indire	ctlv.									
						,			,	Perso form	are no		red to		lection of inform d unless the for				1474 (9-02)
				Table II					ties Acquir varrants, o		-			-	Owned				
1. Title of Derivative Security (Instr. 3)	erivative Conversion Date Exec ecurity or Exercise (Month/Day/Year) any		3A. Deeme Execution Dany (Month/Day	d 4. Date, if Tra Cod		4. 5. Numl Derivati Code Securiti (Instr. 8) Acquire Dispose			ber of ive	6. Date Exercisable and Expiration Date (Month/Day/Year)					Amount of Securities d 4)		9. Number of Derivative Securities Beneficially Owned Following	Form of Derivative Security: Direct (D)	(Instr. 4)
					Со	de '	V (A	۸)	(D)	Date Exerc	isable	Expirate Date	ion Titl	le	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Stock Grant	<u>(2)</u>	12/05/2018			C			2	200,000	_	<u>(3)</u>	<u>(3</u>		ommo Stock	200,000	<u>(3)</u>	300,000	D	
•	ng Own	<b>erS</b>	2				F	lelati	onships				ĺ						
		or rume / Address		Directo	r 1	0% Ow	ner	Offic	er Other										
Polan Brian 1700 W. HORIZON RIDGE PKWY, SUITE 200 HENDERSON, NV 89102					VP Corporate Finance														
Signatu	ıres																		
/s/ Brian F		12/06/20 Date	18																
Explana	ation of	Response	s:																
** Intentiona (1) N/A (2) N/A On Noven (3) the last da	I misstatement nber 11 2016, t ay of each cale	e than one reportin s or omissions of fa the company grante ndar quarter if Mr. F s have not vested a	ed Brian Pola	e Federa in five hu	I Cr Indr	ed thouse comp	Violat	l shar	res of comn	non sto	ock wit	th a valu	ie of \$7	78,795. <sup>-</sup>	-				
Note: File thre	ee copies of this	s Form, one of which	ch must be m	nanually	sign	ed. If s	pace	is ins	sufficient, se	ee Inst	ruction	n 6 for p	rocedu	ire.					
Potential pers	ons who are to	respond to the col	lection of info	ormation	con	ntained	in thi	s forn	n are not re	quired	to res	spond u	nless th	ne form	displays a curren	itly valid ON	/IB number.		

# FORM 4 Check this box if no

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

OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average burden hours							
	0.5						

longer subject to Section 16. Form 4 or Form 5 obligations may continue.

#### 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

					IIIVE	esume	ii Compar	iy AC	l OI I	940								
(Print or Type	Responses)																	
Name and Address of Reporting Person  Polan Brian				Issuer Name <b>and</b> Ticker or Trading Symbol     3PEA INTERNATIONAL, INC. [TPNL]								į	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)					Date of Earliest Transaction (Month/Day/Year)								Director10% Owner					
1700 W. HORIZON RIDGE PKWY, SUITE 200 (Street) HENDERSON, NV 89102				12/05/2018  4. If Amendment, Date Original Filed(Month/Day/Year)									VP Corporate Finance					
													6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	•	(State)	(Zip)	Table I - Non-Derivative Securities Acou								es Acqui	I uired, Disposed of, or Beneficially Owned					
(Instr. 3) Date			2. Transaction Date (Month/Day/Ye	Executio		n Date,	(Instr. 8)	ction	(A)	4. Securities Ad (A) or Disposed (Instr. 3, 4 and		f (D)	Amount of Securities Beneficially Owner Following Reported Transaction(s) (Instr. 3 and 4)		Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	٧	Ar	mount	(A) or (D)	r Price				(I) (Instr. 4)		
Common S	Stock		12/05/2018				Α		20	0,000	A	<u>(1)</u> 2	256,390			D		
			Table				rities Acquir	form OMB ed, Di	are n cont	ot requirol num	ired to ber. r Bene	o respond	lection of infor I unless the for Owned				1474 (9-02)	
1. Title of Derivative Conversion Security Crice of Derivative Security Security Security 3. Transaction Date (Month/Day/Yes			Execution Date, if	4. Transa Code	ransaction ode		mber of ative rities ired (A) or used of (D) . 3, 4, and 5)	ptions, conve 6. Date Exerc and Expiration (Month/Day/Y		ercisable tion Date	e 7. e U	. Title and	Amount of Securities d 4)		9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Cod	le V	(A)	(D)	Date Exerc	cisable	Expira e Date	tion Ti	itle	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)		
Stock Grant	<u>(2)</u>	12/05/2018		С			200,000		<u>(3)</u>	<u>(3</u>	) C	Commor Stock	200,000	<u>(3)</u>	300,000	D		
Reporti	ng Own	ers									,							

Domontino Comon None / Address	Relationships							
Reporting Owner Name / Address	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.

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.