

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

3PEA INTERNATIONAL, INC.

Form: 4

Date Filed: 2019-04-18

Corporate Issuer CIK: 1496443

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

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burder	n 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 F	Responses)																
Name and A Newcomer I	ddress of Repor	ting Person [*]			Issuer Name and Ticker or Trading Symbol 3PEA INTERNATIONAL, INC. [TPNL]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director				
1700 W. HC		Date of Ea 4/18/2019		Transa	ction (Mo	nth/[Day/Year)		X_Officer (give title below)								
(Street) HENDERSON, NV 89012				4.	If Amendm	nent, [Date Or	iginal File	dMor	nth/Day/Year)		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)	+			T	able I - N	on-E	Derivative S	Securitie	es Acq	uired, Disposed o	of, or Bene	ficially Owned		
1.Title of Security 2. Transaction Date (Month/Day/Y				n) any	cution Date, i		(Instr. 8)		4. Securities Acquire (A) or Disposed of (Instr. 3, 4 and 5)			5. Amount of Sec Following Report (Instr. 3 and 4)		•	Ownership Form:	Beneficial	
					(Month/D	ay/Ye		Code	٧	Amount	(A) or (D)	Price				()	Ownershi (Instr. 4)
Common St	ock		04/18/20	19	04/18/2	019		S		35,000 (1)	D	\$ 8.43	8,975,000			D	
Reminder: Rep	ort on a separat	e line for each clas	s of securities	bene	ficially own	ed dir	rectly or	indirectly	/.								
	·							fo	orm a		uired to		ollection of inform nd unless the for				1474 (9-02
			Tab	ole II -						sposed of,			/ Owned				
1. Title of Derivative Security (Instr. 3)	Conversion Date Execution Date, if Code Derivative and Expiration Date Un		7. Title	Title and Amount of derlying Securities Str. 3 and 4) Security (Instr. 5) Beneficially Owned Following Security Securities Beneficially Owned Following Security Securities Beneficially Owned Following			Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownershi (Instr. 4)									
					Code	V	(A)	(D)	Da Ex	ate E ercisable D	xpiration ate	HITIE	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Reportin	ng Owner	's															
					Relationships												
Ro	eporting Owner	Name / Address		Direc	rector 10% Owner Officer Other												
Newcomer I	Mark																

Demonting Owner Name / Address	Relationships							
Reporting Owner Name / Address		10% Owner	Officer	Other				
Newcomer Mark 1700 W. HORIZON RIDGE PARKWAY, STE 200 HENDERSON, NV 89012	х	Х	CEO					

Signatures

/s/ Mark Newcomer	04/18/2019
-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.
- (1) 100% of sale proceeds delivered to company for employee tax withholdings.

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.

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Print or Type Res	sponses)															
Name and Address of Reporting Person Newcomer Mark				Issuer Name and Ticker or Trading Symbol 3PEA INTERNATIONAL, INC. [TPNL]								Relationship of Reporting Person(s) to Issuer				
(Middle) 1700 W. HORIZON RIDGE PARKWAY, STE 200				Date of Earliest Transaction (Month/Day/Year) 04/18/2019							X Officer (give title below) Other (specify below) CEO					
(Street) HENDERSON, NV 89012				4. If Amendment, Date Original FiledMonth/Day/Year)								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	- No	n-De	erivative S	ecuritie	es Acq	uired, Disposed o	of, or Benef	icially Owned		
(Instr. 3) Date		2. Transaction Date (Month/Day/Yea	Execution Date, if		(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)			Ownership Form:	7. Nature of Indirect Beneficial Ownership		
				(Month/Da)	y/Teal)	Code		٧	Amount	(A) or (D)	Price					(Instr. 4)
Common Stock		04/18/2019	04/18/2019		S			35,000 (1)	D	\$ 8.43	8,975,000			D		
Reminder: Repor	rt on a senarat	e line for each class	of securities ben	eficially owne	d direct	tlv or indire	ctly									
	. on a coparac	oo 10. 000.1 01000	, o. 0000		<u> </u>	., 0	Pe for	rsor m a		uired to		collection of inform and unless the for				1474 (9-02)
			Table II	- Derivative	Securi	ties Acqui	red,	Dis	posed of,	or Bene	ficially	y Owned				
				(e.g., puts,			•	r í						1		
1. Title of Derivative Security (Instr. 3)	Derivative Disposed		rivative		6. Date Exert and Expiration (Month/Day/		ation Date Und		e and Amount of rlying Securities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V ((A) (C))	Date Exe	e E: ercisable D	xpiration ate	LITIE	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	

Reporting Owners

Danistina Comer News / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Newcomer Mark 1700 W. HORIZON RIDGE PARKWAY, STE 200 HENDERSON, NV 89012	х	Х	CEO					

Signatures

/s/ Mark Newcomer	04/18/2019
-Signature of Reporting Person	Date

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