

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

3PEA INTERNATIONAL, INC.

Form: 4

Date Filed: 2019-04-24

Corporate Issuer CIK: 1496443

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FORM 4

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

	OMB APPROVAL	L
,	OMB Number:	3235-0287
	Estimated average burden h	nours
	nor rooponoo	0.1

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 R	esponses)																		
Name and Address of Reporting Person Williams Quinn P								nd Ticker or T	_					Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 1700 W. HORIZON RIDGE PARKWAY, STE 200						f Ear 019		ransaction (M	/lonth/	Day/Ye	ear)		_	X Director Officer (give titl	e below)	10% C	Owner (specify below)		
		(Street)						ate Original F	ileфмо	nth/Day/	Year)				Individual or J		Filing(Check Applic	able Line)	
HENDERSC	N, NV 890													_	Form filed by Mor				
(City)		(State)	(Zip)		lo4 D			_							•		ficially Owned	I _a	l
(Instr. 3) Date			2. Transac Date (Month/Day		2A. Deemed Execution Dany (Month/Day		Date,	(Instr. 8)	etion	(A) c	I. Securities Aca A) or Disposed Instr. 3, 4 and 5		of (D)) Fc	(Instr. 3 and 4) Form: Direct (D			Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	V	Am	ount	(A) c (D)		Price				(I) (Instr. 4)	
Common Sto	ock		04/23/20	19	04/23/2019)19	Α		50,0	000	Α	(<u>(1)</u> 50,000				D	
Reminder: Repo	ort on a sepa	rate line for each cl	ass of securities	s bene	ficially	owne	d dire	ectly or indirec	ctly.										
									form		ot requ	uired t			ction of informuless the for		tained in this a currently va		1474 (9-02)
			Tal					rities Acquire , warrants, o		•				-	vned				
Derivative Security	rivative Conversion Date Excurity or Exercise (Month/Day/Year) an		any	. Deemed 4. ecution Date, if Co		nsaction 5. Num Derivat 8) Securit Acquire Dispos		umber of ative	6. Da and I	ate Exe Expirat	xercisable ation Date ay/Year)		7. Title and Underlying (Instr. 3 and		Securities		9. Number of Derivative Securities Beneficially Owned Following	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exer	cisable		ration	Title		Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Stock Grant	<u>(2)</u>	04/23/2019	04/23/2019	9	С			50,000		<u>(3)</u>	1	<u>(3)</u>		mmon Stock	50,000	<u>(3)</u>	150,000	D	
Reportin	g Own	ers																	
		N /AII			R	elatio	onshi	ps	7										
		ner Name / Addres	s	Direct	or 10°	% Ov	vner	Officer Othe	er										
Williams Qui 1700 W. HO HENDERSC	RIZON RII	DGE PARKWA` 012	Y, STE 200	Х															
Signatur	es																		
/s/ Quinn W		04/24/201 Date	9																
Explanat	ion of l	Responses	s:																
 ** Intentional m (1) Not applicab (2) Not applicab (3) On April 13, Including this 	nisstatements le. le. 2018, receive s 50,000 shar	e than one reporting or omissions of face ed grant of 200,000 res, as of April 23, 5 Form, one of which	shares of Com	mon S	Crimina tock, ve	esting	g in ed	qual parts ove ave vested an	er a 4 y	year pe re beer	eriod o	on eac	h an	niversa	y date in which	n Director is	still serving in l	nis/ her capa	acity.
	·	respond to the colle				Ċ									splays a curren	itly valid OM	MB number.		

(Drint or Tune Decrees)

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

OMB APPROV	AL
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

(I IIII of Type II	iespulises)																	
Name and Address of Reporting Person Williams Quinn P								d Ticker or T					Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 1700 W. HORIZON RIDGE PARKWAY, STE 200				3. I		Earl	liest Tra	ansaction (N		•			X_ Director10% OwnerOfficer (give title below)Other (specify below)					
(Street)				4. I	f Amer	ndme	ent, Da	te Original F	ileфма	nth/Day/	Year)		Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person					
HENDERSO	ON, NV 890)12												Form filed by Mor				
(City)		(State)	(Zip)					Table I -	Non-	Deriva	tive S	ecuritie	es Acqu	red, Disposed	of, or Benef	ficially Owned		
(Instr. 3) Date			2. Transaction Date (Month/Day/		Execu any	a. Deemed recution Date, if y lonth/Day/Year)		(Instr. 8)	(A)		. Securities Acquired A) or Disposed of (D) nstr. 3, 4 and 5)			5. Amount of Securities Beneficially Ow Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D)	7. Nature of Indired Beneficia Ownersh
					(MOHUI) Day		y/ rear	Code	V	Am	ount	(A) or (D)	Price	or Inc (I)			or Indirect	
Common St	ock		04/23/201	19	04/23	3/20	19	Α		50,0	000	A	<u>(1)</u>	50,000			D	
1. Title of 2. Derivative Conversion Date Security or Exercise (Instr. 3) Price of Derivative Security			3A. Deemed Execution Date,	4. 7 if Coo (Ins	4. Transaction Code (Instr. 8)		g., puts, calls, wansaction 5. Num Derivation		ed, Di ptions 6. Da and	orm are not requipment of the control num d, Disposed of, oftions, convertible 6. Date Exercisable and Expiration Date (Month/Day/Year)		or Bene e securile 7.	eficially rities) Title an	Owned d Amount of g Securities	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficia Ownershi (Instr. 4)
				C	Code	٧	(A)	(D)		cisable		Ti	itle	Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Stock Grant	<u>(2)</u>	04/23/2019	04/23/2019		С			50,000		<u>(3)</u>	1	<u>3)</u> C	Commo Stock	50.000	<u>(3)</u>	150,000	D	
Reportin	ng Own	ers																
					Re	elatio	onship	s	1									
Reporting Owner Name / Address				Directo	or 10%	6 Ow	ner C	Officer Other	r									
Williams Qu 1700 W. HC HENDERSC	RIZON RI	DGE PARKWA 012	Y, STE 200	Х														
Signatur	es																	

/s/ Quinn Williams	04/24/2019
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. 78ff(a).
- (1) Not applicable.
- (2) Not applicable.
- (3) On April 13, 2018, received grant of 200,000 shares of Common Stock, vesting in equal parts over a 4 year period on each anniversary date in which Director is still serving in his/ her capacity. Including this 50,000 shares, as of April 23, 50,000 shares of the 200,000 granted have vested and have 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.