



DIVISION OF
CORPORATION FINANCE

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

January 23, 2013

Via E-Mail

Michael L. Peterson
Executive Vice President and Chief Financial Officer
PEDEVCO CORP.
4125 Blackhawk Plaza Circle, Suite 201
Danville, California 94506

Re: PEDEVCO CORP.
Form 8-K
Filed January 15, 2013
File No. 000-53725

Dear Mr. Peterson:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Ethan Horowitz

Ethan Horowitz
Branch Chief