

FORM 4

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

OMB APPROVAL

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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 Responses)

1. Name and Address of Reporting Person Lane Jason B <small>(Last) (First) (Middle)</small>			2. Issuer Name and Ticker or Trading Symbol QS Energy, Inc. [QSEP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer				
23902 FM 2978 <small>(Street)</small>			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2020			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				
TOMBALL, TX 77375 <small>(City) (State) (Zip)</small>			4. If Amendment, Date Original Filed (Month/Day/Year)							
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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		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
Options	\$ 0.15	01/01/2020	01/01/2020	A		333,333		01/31/2020 ⁽¹⁾	01/01/2030	Common Stock	333,333	⁽¹⁾	4,420,825	D	
Convertible Note	\$ 0.035	03/18/2020	03/18/2020	A		\$ 20,000 ⁽²⁾		03/18/2020	⁽³⁾	Common Stock	628,571	\$ 20,000	5,049,396	D	
Warrants	\$ 0.035	03/18/2020	03/18/2020	A		314,285		03/18/2020	03/18/2021	Common Stock	314,286	⁽⁴⁾	5,363,682	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lane Jason B 23902 FM 2978 TOMBALL, TX 77375	X		Chief Executive Officer	

Signatures

/s/ Jason B. Lane 03/24/2020
**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) The stock options reported under item 1 above were granted to Reporting Person as equity compensation for service as a Director under Issuer's Board Compensation Policy, approved by the Board on 6/19/2015. The options vest at the rate of 1/12 per month, commencing 1/1/2020, with full vesting on 12/31/2020.
- (2) Reporting Person acquired Issuer's Convertible Note in the principal amount of \$22,000, for a purchase price of \$20,000, convertible into 628,571 shares of common stock of Issuer.
- (3) Not applicable.

(4) Reporting Person acquired Issuer's Warrants as part of Reporting Person's purchase of Issuer's Convertible Note reported above.

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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