

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		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						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2019							
23902 FM 2978			4. If Amendment, Date Original Filed(Month/Day/Year)		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					
(Street)										
TOMBALL, TX 77375										
(City)			(State)			(Zip)				
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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	\$ 0.12	11/15/2019	11/15/2019	A		300,000		(1)	11/15/2029	Common Stock	300,000	(1)	5,663,682	D	
Options	(2)	03/26/2020	02/15/2020	A		100,000 (2)		(2)	(2)	Common Stock	100,000 (2)	(2)	5,813,682 (3)	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	03/31/2020
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).

The stock options reported under item 1 above were granted to Mr. Lane pursuant to the third amendment to his employment agreement as Chief Executive Officer, approved by the Board on 11/11/2019 and effective 11/15/2019. The Company agreed to issue to Mr. Lane options to purchase 300,000 shares of restricted common stock of the Company on 11/15/2019, vesting pursuant to a three (3) month vesting schedule, with 100,000 Options each vesting on each monthly anniversary date of the issuance date. All of the options were priced as of market price at the close of market on November 15, 2019.

(1)

The stock options reported under item 1 above were granted to Mr. Lane pursuant to the fourth amendment to his employment agreement as Chief Executive Officer, approved by the Board on 03/26/2020 and effective 02/15/2020. The Company agreed to issue to Mr. Lane options to purchase 100,000 shares of restricted common stock of the Company at the beginning of each (2) month of employment, vesting at the end of the month. All options are to be priced as of market price as of the issuance date. In order to align the issuance and vesting schedule with the calendar months, 50,000 options were issued to Mr. Lane on 02/15/2020, the effective date of the fourth amendment to his employment agreement, and vesting on 02/29/2020.

(3) As of March 31, 2020, 150,000 total options have been issued to Mr. Lane, pursuant to the terms above: 50,000 on 02/15/2020 and 100,000 on 03/01/2020.

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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