

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 (Last) (First) (Middle) 23902 FM 2978 (Street) TOMBALL, TX 77375 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2017	3. Issuer Name and Ticker or Trading Symbol QS Energy, Inc. [QSEP]	
		4. 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	5. 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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,600	D	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to purchase Common Stock	04/01/2017 ⁽¹⁾	04/01/2027	Common Stock	535,714	\$ 0.07	D	
Options to purchase Common Stock	04/01/2017 ⁽²⁾	04/01/2027	Common Stock	3,000,000	\$ ⁽²⁾	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	04/07/2017
-------------------	------------

Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 in his capacity as a member of Issuer's Board, as equity compensation under the Issuer's Board Compensation Policy, approved by the Board on 06/19/2015. The options granted under item 1 vest at the rate of 1/9 per month, commencing 04/01/2017, with full vesting on 12/31/2017.

The stock options reported under item 1 above were granted to Mr. Lane pursuant to his employment agreement as Chief Executive Officer, approved by the Board on 03/29/2017 and effective 04/01/2017. 500,000 of the options at \$.15 per share and 500,000 of the options at \$.25 per share shall vest on 04/01/2018, and 1,000,000 of the options at \$.30 per share and 1,000,000 of the options at \$.40 per share shall vest on 04/01/2019

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.