

Pacific Ethanol, Inc.
Form 4
February 02, 2016

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Candlewood Investment Group, LP

2. Issuer Name and Ticker or Trading Symbol
Pacific Ethanol, Inc. [PEIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

555 THEODORE FREMD AVE.,
SUITE C-303

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(Street)

RYE, NY 10580

(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 or Price		
Common Stock	01/29/2016		P		18,128 A \$ 3.363 (1)	4,615,914	I See footnote (4)
Common Stock	01/29/2016		P		2,472 A \$ 3.363 (1)	740,778	I See footnote (5)
Common Stock	02/01/2016		P		170,993 A \$ 3.3444 (2)	4,786,907	I See footnote (4)
Common Stock	02/01/2016		P		23,317 A \$ 3.3444	764,095	I See footnote

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					(2)			(5)
Common Stock	02/02/2016	P	974,699	A	\$ 3.293 (3)	5,761,606	I	See footnote (4)
Common Stock	02/02/2016	P	132,914	A	\$ 3.293 (3)	897,009	I	See footnote (5)
Common Stock						3,126,184	I	See footnote (5)
Common Stock						77,293	I	See footnote (5)
Common Stock						48,153	I	See footnote (6)
Common Stock						192,612	I	See footnote (6)

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

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(9-02)

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 (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Candlewood Investment Group, LP 555 THEODORE FREMD AVE., SUITE C-303 RYE, NY 10580		X		
Candlewood Special Situations General, LLC 555 THEODORE FREMD AVE., SUITE C-303 RYE, NY 10580		X		
Candlewood Investment Group General, LLC 555 THEODORE FREMD AVE., SUITE C-303 RYE, NY 10580		X		
Candlewood Special Situations Master Fund, Ltd. 555 THEODORE FREMD AVE., SUITE C-303 RYE, NY 10580		X		

Signatures

/s/ Candlewood Investment Group, LP, by Janet Miller, its Chief Operating Officer and General Counsel	02/02/2016
__Signature of Reporting Person	Date
/s/ Candlewood Special Situations General, LLC, by Michael Lau, its Class A Member	02/02/2016
__Signature of Reporting Person	Date
/s/ Candlewood Investment Group General, LLC, by Michael Lau, its Manager	02/02/2016
__Signature of Reporting Person	Date
/s/ Candlewood Special Situations Master Fund, Ltd., by David Koenig, its Portfolio Manager	02/02/2016
__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) This transaction was executed in multiple trades at prices ranging from \$3.27 to \$3.40. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
 - (2) This transaction was executed in multiple trades at prices ranging from \$3.29 to \$3.44. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
 - (3) This transaction was executed in multiple trades at prices ranging from \$3.19 to \$3.305. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
 - (4) The securities are directly held by Candlewood Special Situations Master Fund, Ltd. (the "Special Situations Fund"). Candlewood Investment Group, LP (the "Investment Manager") serves as the investment manager to the Special Situations Fund, and Candlewood Special Situations General, LLC (the "Fund GP") serves as the general partner of the Special Situations Fund. Candlewood Investment Group General, LLC (the "Manager GP") serves as the general partner of the Investment Manager. Each of the Investment Manager, the Fund GP and the Manager GP disclaims pecuniary interest in the reported securities except to the extent of its economic interest.

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(5) The securities are directly held by a private investment fund for which (i) the Investment Manager serves as the investment manager and (ii) the Fund GP serves as the general partner. The Manager GP serves as the general partner of the Investment Manager. Each of the Investment Manager, the Fund GP and the Manager GP disclaims pecuniary interest in the reported securities except to the extent of its economic interest.

(6) The securities are directly held by a private investment fund for which the Investment Manager controls the investment manager advising such fund. The Manager GP serves as the general partner of the Investment Manager. Each of the Investment Manager and the Manager GP disclaims pecuniary interest in the reported securities except to the extent of its economic interest.

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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