

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
June 8, 2020

Pulse Biosciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-37744
(Commission File Number)

46-5696597
(IRS Employer Identification No.)

3957 Point Eden Way
Hayward, California 94545
(Address of principal executive offices) (Zip Code)

(510) 906-4600
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	PLSE	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 8, 2020, Pulse Biosciences, Inc. issued a press release to publicly announce the expiration and preliminary results of its previously-announced rights offering. The rights offering expired at 5:00 p.m., Eastern Time, on June 8, 2020 (the “Expiration Date”). Subscription rights that were not exercised by the Expiration Date have expired and are no longer exercisable.

A copy of the press release related to the matters set forth herein is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Pulse Biosciences, Inc. dated June 8, 2020.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Pulse Biosciences, Inc.

By: /s/ Sandra A. Gardiner

Sandra A. Gardiner

**Chief Financial Officer, Executive Vice President of Finance and
Administration, Secretary and Treasurer
(Principal Financial and Accounting Officer)**

Date: June 8, 2020

PULSE BIOSCIENCES, INC. ANNOUNCES PRELIMINARY RESULTS FOR ITS OVERSUBSCRIBED RIGHTS OFFERING

HAYWARD, Calif., June 8, 2020 – Pulse Biosciences, Inc. (Nasdaq: PLSE) (the “Company” or “Pulse Biosciences”), a novel bioelectric medicine company, today announced preliminary results of its rights offering, which expired at 5:00 p.m. Eastern Time on June 8, 2020 (the “Expiration Date”).

In accordance with the pricing structure described in the prospectus relating to the rights offering, the final subscription price for the units offered (the “Units”) is \$7.01 per Unit, which is the initial price established at commencement of the rights offering. Each Unit consisted of one share of the Company’s common stock, par value \$0.001 per share, and 0.15 warrants to purchase shares of common stock. Each warrant will be exercisable for one share of the Company’s common stock at an exercise price that shall be equal to \$7.01, the subscription price for the Units. Warrants are exercisable immediately and expire on the fifth anniversary of the completion of this rights offering.

Based on a preliminary tabulation by Broadridge Corporate Issuer Solutions, Inc. (the “Subscription Agent”), as of the Expiration Date, the Company received basic subscriptions and over-subscriptions exceeding the maximum number of up to 4,279,600 Units offered in the rights offering. Available Units will be allocated proportionately among rights holders who exercised their over-subscription right based on the number of Units each rights holder subscribed for under their basic subscription rights, in accordance with the procedures described in the prospectus relating to the rights offering. The common stock and warrants comprising the Units will separate upon the closing of the rights offering and will be issued individually. The Company expects the Subscription Agent to distribute such shares and warrants, as well as the sale proceeds, on or about June 11, 2020.

The Company will receive aggregate gross proceeds from the rights offering of \$30 million, excluding proceeds of up to \$4.5 million from the exercise of warrants issued in the rights offering (if any such exercises occur). The results of the rights offering are preliminary and subject to change pending finalization of subscription procedures by the Subscription Agent.

A registration statement, as amended, relating to the Units was previously filed with the Securities and Exchange Commission (the “SEC”) and declared effective on May 8, 2020. A prospectus relating to the offering was filed with the SEC on May 14, 2020 and is available on the SEC’s website. Subscription rights that were not exercised by 5:00 p.m. Eastern Time on June 8, 2020 have expired.

About Pulse Biosciences

Pulse Biosciences is a novel bioelectric medicine company committed to health innovation that has the potential to improve and extend the lives of patients. If cleared, the CellFX[®] System will be the first commercial product to harness the distinctive advantages of the Company’s proprietary Nano-Pulse Stimulation[™] (NPS[™]) technology to treat a variety of applications for which an optimal solution remains unfulfilled. Nano-Pulse Stimulation technology delivers nano-second pulses of electrical energy to non-thermally clear cells while sparing adjacent non-cellular tissue. Subject to regulatory approval, the initial commercial use of the CellFX System is expected to address a broad range of dermatologic conditions that share high demand among patients and practitioners for improved and durable aesthetic outcomes. Designed as a multi-application platform, the CellFX System is intended to offer customer value with a utilization-based revenue model across an expanding spectrum of clinical applications. To learn more, please visit www.pulsebiosciences.com.

Pulse Biosciences, CellFX, Nano-Pulse Stimulation, NPS and the stylized logos are among the trademarks and/or registered trademarks of Pulse Biosciences, Inc. in the United States and other countries.

Caution: Pulse Biosciences' CellFX System and Nano-Pulse Stimulation technology are for investigational use only.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. These statements include, among other things, statements relating to Nano-Pulse Stimulation technology including the effectiveness of such technology, the CellFX System including the benefits of the CellFX System and commercialization of the CellFX System, Pulse Biosciences' market opportunity, Pulse Biosciences' expectations, whether stated or implied, regarding the results of its rights offering including its expectations regarding the distribution of the shares and warrants, the sales proceeds, financing plans, use of proceeds received in the rights offering, anticipated cash use and other future events. These statements are not historical facts but rather are based on Pulse Biosciences' current expectations, estimates, and projections regarding Pulse Biosciences' business, operations and other similar or related factors. Words such as "may," "will," "could," "would," "should," "anticipate," "predict," "potential," "continue," "expects," "intends," "plans," "projects," "believes," "estimates," and other similar or related expressions are used to identify these forward-looking statements, although not all forward-looking statements contain these words. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties, and assumptions that are difficult or impossible to predict and, in some cases, beyond Pulse Biosciences' control. Additionally, you should not consider past results to be an indication of our future performance. Additional risks and uncertainties relating to the proposed offering, Pulse Biosciences and its business can be found under the heading "Risk Factors" in Pulse Biosciences' most recent periodic, quarterly and annual reports filed with the SEC and in the accompanying prospectus relating to the offering to be filed with the SEC. Pulse Biosciences undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances in the future, even if new information becomes available.

Investors:

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or

Gilmartin Group
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Rights Offering Information, Subscription and Warrant Agent:

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