FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|
| OMB Number: 3235-028 | | | | | | | |
| Estimated average burden | | | | | | | |
| hours per response: | 0.5 | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>UECKER DARRIN</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol Pulse Biosciences, Inc. [PLSE] | | | | | | | | (Ch | Relationship eck all appli X Directo | cable) | ng Per | son(s) to Is | |
|---|---|--|--|---------|------------------------------|--|---------|--|--|---------------|------------------|---|---------|--|---|---|---|--|---------------------------------------|
| (Last) 3957 PO | (FI | , | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2020 | | | | | | | | | X Officer below) | (give title CEO and | Other (below) sident | specify | |
| (Street) HAYWA (City) | | | 94545 (Zip) | | 4. 11 | | | | | | | | Lin | e) X Form | Joint/Group Filing (Check Applicable filed by One Reporting Person filed by More than One Reporting n | | | | |
| | | Tab | le I - Nor | n-Deriv | ative/ | e Se | curitie | s Ac | quired, | Dis | posed o | of, or | r Ben | eficial | ly Owne | t | | | |
| 1. Title of Security (Instr. 3) 2. Transplate (Month/t | | | | | ear) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | r, Transaction Dispos Code (Instr. 5) | | | | | | Benefic | es ally Following | Form (D) o | vnership n: Direct r Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | Code | v | Amount | | (A) or (D) | Price | Transac (Instr. 3 | tion(s) | | | | | | |
| Common Stock 06/1 | | | | | 5/2020 | 5/2020 | | X ⁽¹⁾ | | 8,563 A | | \$7.0 | 1 126 | 126,609 | | D | | | |
| | | Т | | | | | | | uired, E s, optio | | | | | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Day | Date, | 4. Transa Code (8) | | n of | | 6. Date Exercisa Expiration Date (Month/Day/Year | | | 7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisal: | | xpiration ate | Title | N O | Amount or Number of Shares | | | | | |
| Warrant (right to buy) | \$7.01 | 06/15/2020 | | | p (1) | | 1,284 | | 06/15/202 | 20 0 | 6/15/2025 | Com | | 1,284 | (1) | 1,284 | ļ | D | |

Explanation of Responses:

1. The Reporting Person acquired the shares and warrants pursuant to the exercise of subscription rights in connection with the Issuer's previously announced rights offering, as disclosed in the Registration Statement on Form S-3, as amended, and certain Current Reports on Form 8-K filed by the Issuer with the SEC.

Remarks:

/s/ Sandra Gardiner, as Attorney-in-Fact

06/17/2020

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Pulse Biosciences, Inc. (the "Company"), hereby constitutes and appoints Sandra Gardiner as the undersigned's true and lawful attorney-in-fact to:

- 1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- 2. do all acts necessary in order to file such forms with the U.S. Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of December, 2019.

Signature: /s/ Darrin R. Uecker Print Name: Darrin R. Uecker