

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **May 10, 2023**

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)

Not Applicable
(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, \$0.001 par value 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 May 10, 2023, Pulse Biosciences, Inc. (the “Company”) issued a press release announcing that it will deliver an irrevocable election to redeem all of the outstanding common stock warrants issued on June 9, 2022 (“Warrants”) in connection with the Company’s rights offering pursuant to its Registration Statement on Form S-3, as amended (File No. 333-246346). Outstanding Warrants may be exercised for cash in accordance with the terms therein, at any time prior to 6:30 p.m., Eastern Time, on June 16, 2023, the redemption time and date for the warrants. Warrants that are not exercised on or before the redemption time will be redeemed by the Company for \$0.01 per Warrant.

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 Number	Description
99.1	Press Release of Pulse Biosciences, Inc. dated May 10, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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, thereunto duly authorized.

PULSE BIOSCIENCES, INC.

Date: May 10, 2023

By: /s/ Kevin P. Danahy

Kevin P. Danahy

Chief Executive Officer

PULSE BIOSCIENCES, INC. ANNOUNCES PLANNED REDEMPTION OF WARRANTS

HAYWARD, Calif.--(BUSINESS WIRE)—May 10, 2023—Pulse Biosciences, Inc. (Nasdaq: PLSE), a company leveraging its novel and proprietary nanosecond pulsed field ablation (nsPFA™) technology for the treatment of atrial fibrillation, today announced that it intends to deliver an irrevocable notice of redemption, on or about May 15, 2023, to redeem all of the common stock warrants that were issued as part of its June 9, 2022 rights offering which are still outstanding as of June 16, 2023 (the “Redemption Date”). These outstanding common stock warrants (the “Warrants”), which were issued pursuant to the Company’s Registration Statement on Form S-3, as amended (File No. 333-246346), may be exercised by the holders thereof until 6:30 p.m., Eastern time, on the Redemption Date, at the exercise price of \$2.05 per share of Company common stock, \$0.001 par value per share (the “Common Stock”). Any Warrants not exercised before 6:30 p.m., Eastern time, on June 16, 2023, will be redeemed by the Company for \$0.01 per Warrant (the “Redemption Price”).

Under the terms of the Warrants, the Company has the right to redeem all of the outstanding Warrants if the VWAP (as defined in the Warrants) exceeds \$4.10 per share for twenty (20) consecutive trading days at least three months after the date that the Warrants were issued. This requirement was met for each of the twenty consecutive trading days preceding May 9, 2023. Over this period, the Company had an average last reported sale price of \$6.77.

Any Warrants that remain unexercised at 6:30 p.m., Eastern time, on the Redemption Date, will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive only the Redemption Price of \$0.01 per Warrant.

The Company received aggregate gross proceeds of \$15 million from its rights offering, which was completed in June 2022, and the Company will receive an additional \$15 million of gross proceeds, if all the Warrants are exercised prior to the Redemption Date.

None of the Company, its board of directors or employees has made or is making any representation or recommendation to any holder of the Warrants as to whether to exercise or refrain from exercising any Warrants.

A registration statement, as amended, relating to the rights offering was previously filed with the Securities and Exchange Commission (the “SEC”) and declared effective on August 21, 2020. A prospectus relating to the offering was filed with the SEC on May 4, 2022 and supplemented on May 19, 2022 and is available on the SEC’s website.

The Company will post a copy of the notice of redemption being sent to the holders of the Warrants on its investor relations website at investors.pulsebiosciences.com.

Questions concerning redemption and exercise of the Warrants can be directed to Broadridge Corporate Issuer Solutions, LLC, Attn: BCIS Re-Organization Dept., P.O. Box 1317, Brentwood, NY 11717-0718, telephone number (877) 830-4936.

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of any of the Company’s securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About Pulse Biosciences®

Pulse Biosciences is a novel bioelectric medicine company committed to health innovation that has the potential to improve the quality of life for patients. The Company’s proprietary Nanosecond Pulsed Field Ablation (nsPFA) technology delivers nanosecond pulses of electrical energy to non-thermally clear cells while sparing adjacent noncellular tissue. The Company is actively pursuing the development of its nsPFA technology for use in the treatment of atrial fibrillation as well as a select few other opportunities currently served by alternative established ablation procedures. Visit pulsebiosciences.com to learn more.

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

Forward-Looking Statements

All statements in this press release that are not historical are forward-looking statements, including, among other things, statements relating to the Company’s planned redemption of outstanding warrants, statements concerning its expected product development efforts, statements about its Nanosecond Pulsed Field Ablation (nsPFA) technology to non-thermally clear cells while sparing adjacent noncellular tissue, as well as statements concerning customer adoption and future use of the CellFX System to address a range of conditions such as atrial fibrillation. 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. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described in Pulse Biosciences’ filings with the Securities and Exchange Commission. Pulse Biosciences undertakes no obligation to revise or update information in this release to reflect events or circumstances in the future, even if new information becomes available.

Investor Contacts:

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