
**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)
March 18, 2019

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, including zip code)

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

(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):

- 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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Director; Appointment of Member to Audit Committee

On March 18, 2019, the Board of Directors (the “**Board**”) of Pulse Biosciences, Inc. (the “**Company**”) increased the size of the Board by one and elected Mitchell Levinson to the Board to fill the resulting vacancy on the Board, effective immediately. Mr. Levinson will serve until his term expires at the annual meeting of stockholders to be held in 2019 and until his successor is elected and qualified or until his earlier death, resignation or removal. In addition, the Board appointed Mr. Levinson to serve on the Audit Committee of the Company.

Mr. Levinson is currently a board member and Chief Technology Officer of Cerebrotech Medical Systems, a start-up medical device company he co-founded in 2010 focusing on noninvasive continuous monitoring for early detection of cerebral bleeding and edema. Prior to 2010, Mr. Levinson was the Chief Executive Officer for Zeltiq Aesthetics Inc., where he was its first employee in 2005, and served as its president and its Chief Executive Officer from September 2005 until September 2009. He continued with Zeltiq as Chief Scientific Officer from September 2009 through December 2010. From March 2000 to September 2005, he served as Vice President of Research and Development of Thermage, Inc. (later renamed Solta Medical), a company engaged in cosmetic tissue tightening devices. Mr. Levinson earned his BS in Mechanical Engineering from University of California at San Diego and holds an M.S. in Computer Systems from the University of Phoenix. Mr. Levinson has over twenty-five years of progressive experience in medical device start-up executive management and board participation, product development and manufacturing engineering and he has many years of experience in medical device intellectual property, operations, clinical and regulatory strategy, commercial business development, sales training and marketing. Mr. Levinson previously served on the Board from January 2015 to November 2017.

In accordance with the Company’s policy, Mr. Levinson will receive: (i) an annual retainer of \$35,000; (ii) an annual retainer of \$7,500 for his service on the Audit Committee; (iii) an initial stock option grant to purchase 35,000 shares of the Company’s common stock under the terms of the Company’s equity compensation plan which will vest over three years, with one-third of the shares subject to the option vesting on the one year anniversary of the date of grant, and the remaining shares vesting monthly over the following two years, provided he continue to serve as a director through each vesting date; and (iv) an annual stock option grant to purchase 15,000 shares of the Company’s common stock on the date of the annual meeting which will vest monthly over one year, provided such non-employee director continues to serve as a director through each vesting date beginning on the date of the first annual meeting that is held after he receives his initial award, provided he continue to serve as a director through such date.

Mr. Levinson will be executing the Company’s standard form of indemnification agreement.

There are no family relationships between Mr. Levinson and any director or executive officer of the Company and Mr. Levinson was not selected by the Board to serve as a director pursuant to any arrangement or understanding with any person. Mr. Levinson has not engaged in any transaction that would be reportable as a related party transaction under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On March 19, 2019, the Company issued a press release announcing the appointment of Mr. Levinson to the Board. A copy of the press release is included as Exhibit 99.1 hereto. This information is intended to be furnished under Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Pulse Biosciences, Inc. dated March 19, 2019

PULSE BIOSCIENCES APPOINTS MITCHELL LEVINSON TO BOARD OF DIRECTORS

HAYWARD, Calif.--(BUSINESS WIRE)--Mar. 19, 2019-- Pulse Biosciences, Inc.(NASDAQ:PLSE) (“Pulse Biosciences” or the “Company”), a novel medical therapy company bringing to market its proprietary CellFX™ System, today announced the appointment of Mitchell Levinson to its board of directors. In connection with his appointment to the board, Mr. Levinson will also serve as a member of the audit committee.

“Mitch is an ideal addition to our Board because of his considerable expertise in developing and bringing revolutionary new products to the aesthetic dermatology market,” said Darrin Uecker, President and Chief Executive Officer. “His experience will be a significant asset as we are working to introduce our CellFX System into this market later in 2019.”

Levinson, 58, has more than 25 years of experience bringing novel medical technologies to the market, including over a decade in the aesthetics procedure market. Levinson previously founded and served as CEO and CSO of Zeltiq Aesthetics from 2005 to 2010 overseeing the development and facilitating the early commercial launch of its flagship CoolSculpting procedure. Prior to Zeltiq, he served as the initial Vice President of Research and Development for Thermage from 2000 to 2005 where he built the R&D organization and led the development of Thermage’s novel skin tightening technology. Mr. Levinson is currently a board member and Chief Technology Officer of Cerebrotech, an innovative neurotechnology device company focused on the development of portable neurotechnology solutions, that he founded during 2010.

Levinson previously served on the Pulse Biosciences board from January 2015 to November 2017, during which time the Company conducted its initial public offering and commenced clinical studies. He also currently serves on the board of directors of ConnectWell, a leading-edge provider of digital health and wellness content.

Mr. Levinson earned his BS in Mechanical Engineering from University of California at San Diego, holds an M.S. in Computer Systems from the University of Phoenix, and is inventor on 45 issued U.S. patents.

About Pulse Biosciences

Pulse Biosciences is a novel medical therapy company bringing to market its proprietary CellFX™ System. The Company's novel CellFX System provides a precise, non-thermal delivery of nanosecond duration energy pulses that impact cells in treated tissue while sparing non-cellular tissue. This unique mechanism of action disrupts the functions of internal cell structures while maintaining the outer cell membrane, initiating a cascade of events within the cell that results in regulated cell death. The novel characteristics of the Company's CellFX System has the potential to significantly benefit patients across multiple medical applications, including dermatology, the Company's first planned commercial application. In pre-clinical studies, Nano-Pulse Stimulation™ (NPS™) technology platform has demonstrated an ability to induce immunogenic cell death in several cancer cell lines. The Company believes its NPS technology platform may play a role in immuno-oncology as a focal tumor treatment that can initiate an adaptive immune response. More information can be found at www.pulsebiosciences.com.

Forward-Looking Statements

All statements in this press release that are not historical are forward-looking statements, including, among other things, statements relating to or implying Pulse Biosciences' timing of bringing the CellFX™ System to market 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. 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.

CAUTION: Pulse Biosciences' CellFX System and Nano-Pulse Stimulation (NPS) are for investigational use only.

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