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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 9, 2022**

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

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**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)

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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
<b>Common Stock, par value \$0.001 per share</b>	<b>PLSE</b>	<b>The Nasdaq Stock Market</b>

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.

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**ITEM 8.01. OTHER EVENTS.**

On June 9, 2022, Pulse Biosciences, Inc. (the “Company”) issued a press release to publicly announce the closing and final results of its previously announced rights offering. In the offering, eligible stockholders subscribed to purchase 7,317,072 units, at a price of \$2.05 per unit, with each unit consisting of one share of Company common stock and a warrant to purchase one share of Company common stock at an exercise price of \$2.05. The Company has received aggregate gross proceeds from the offering of \$15 million. After giving effect to the issuance of 7,317,072 shares of common stock in the rights offering (but excluding up to 7,317,072 shares of common stock underlying the warrants issued in the rights offering), the Company has 37,119,352 shares of common stock issued and outstanding.

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.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u><a href="#">Press Release issued by Pulse Biosciences, Inc. dated June 9, 2022</a></u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

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, and Treasurer  
*(Principal Financial and Accounting Officer)*

Date: June 9, 2022

## Pulse Biosciences, Inc. Announces the Closing of its Rights Offering

**HAYWARD, Calif. [Business Wire] – June 9, 2022** – Pulse Biosciences, Inc. (Nasdaq: PLSE) (the “Company” or “Pulse Biosciences”), a novel bioelectric medicine company commercializing the CellFX<sup>®</sup> System powered by Nano-Pulse Stimulation<sup>™</sup> (NPS<sup>™</sup>) technology, announced today the closing of its rights offering and the final results thereof.

The Company received basic subscriptions and over-subscriptions in excess of the \$15 million limit in the rights offering. Available Units were allocated proportionately among those rights holders who exercised their over-subscription right based on the number of Units each rights holder subscribed for under its basic subscription rights, in accordance with the procedures described in the prospectus supplement relating to the rights offering. The remaining oversubscription amounts will be returned by Broadridge Corporate Issuer Solutions, Inc. (the “Subscription Agent”) to the investors.

The rights offering resulted in the sale of 7,317,072 units (the “Units”), at a price of \$2.05 per Unit, with each Unit consisting of one share of the Company’s common stock, par value \$0.001 per share, and one warrant to purchase one share of common stock. The common stock and warrants comprising the Units separated upon the closing of the rights offering and were issued individually. 7,317,072 shares of common stock and warrants to acquire up to an additional 7,317,072 shares of common stock were issued in the offering. The Company received aggregate gross proceeds from the rights offering of \$15 million. If exercised, additional gross proceeds of up to \$15 million may be received through the exercise of warrants issued in the rights offering. Each warrant is exercisable for one share of the Company’s common stock at an exercise price equal to \$2.05. Warrants are exercisable immediately and expire on the fifth anniversary of the closing of the rights offering.

Investors who participated in the rights offering should expect to see the shares and warrants issued to them in book-entry, or uncertificated, form. Shares, warrants and any excess subscription payments are expected to be distributed by the Subscription Agent on or about June 13, 2022.

After giving effect to the issuance of 7,317,072 shares of common stock in the rights offering (but excluding up to 7,317,072 shares of common stock underlying the warrants issued in the rights offering), the Company has 37,119,352 shares of common stock issued and outstanding.

The rights offering was made pursuant to the Company’s shelf registration statement on Form S-3, which became effective on August 21, 2020, the prospectus supplement dated May 4, 2022, and the prospectus supplement dated May 19, 2022, on file with the SEC containing the detailed terms of the rights offering. Subscription rights that were not exercised by 5:00 p.m., Eastern Time, on May 26, 2022, have expired.

### **About Pulse Biosciences<sup>®</sup>**

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 Nano-Pulse Stimulation technology delivers nano-second pulses of electrical energy to non-thermally clear cells while sparing adjacent non-cellular tissue. The CellFX<sup>®</sup> System is the first commercial product to harness the distinctive advantages of NPS technology to treat a variety of applications for which an optimal solution remains unfulfilled. The initial commercial use of the CellFX System is to address a range of dermatologic conditions that share high demand among patients and practitioners for improved dermatologic outcomes. Designed as a multi-application platform, the CellFX System offers customer value with a utilization-based revenue model. Visit [pulsebiosciences.com](https://pulsebiosciences.com) to learn more.

To stay informed about the CellFX System, please visit [CellFX.com](https://CellFX.com) and sign-up for updates.

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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.

### **Forward-Looking Statements**

All statements in this press release that are not historical are forward-looking statements, including, among other things, statements relating to Pulse Biosciences' expectations concerning customer adoption and future use of the CellFX System to address a range of dermatologic conditions, statements relating to the effectiveness of the Company's NPS technology and the CellFX System to improve the quality of life for patients, and Pulse Biosciences' expectations, whether stated or implied, regarding its rights offering, financing plans 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. 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.

### **Contacts:**

#### **Investors:**

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#### **Rights Offering Information, Subscription and Warrant Agent:**

Broadridge Corporate Issuer Solutions, Inc.  
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