UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended March 31, 2009 or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____________ to _____________

Commission file number 0-21615

PRESSURE BIOSCIENCES, INC.

(Exact Name of Registrant as Specified in its Charter)

Massachusetts	**04-2652826**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

14 Norfolk Avenue
South Easton, Massachusetts
(Address of Principal Executive Offices)

02375
(Zip Code)

(508) 230-1828
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

The number of shares outstanding of the Issuer's common stock as of March 31, 2009 was 2,195,283.

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

PRESSURE BIOSCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 2009	December 31, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 2,138,685	$ 868,208
Restricted cash	20,000	50,000
Accounts receivable, net of allowances of $55,600 at March 31, 2009 and $0 at December 31, 2008	167,397	209,117
Inventories	822,503	571,831
Deposits	15,472	382,236
Prepaid income taxes	6,600	6,600
Income tax receivable	623,262	-
Prepaid expenses and other current assets	72,858	235,111
Total current assets	3,866,777	2,323,103
PROPERTY AND EQUIPMENT, NET	262,469	252,249
OTHER ASSETS		
Intangible assets, net	267,500	279,658
TOTAL ASSETS	$ 4,396,746	$ 2,855,010
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 315,001	$ 263,486
Accrued employee compensation	102,464	161,374
Accrued professional fees and other expenses	180,933	278,982
Deferred revenue	176,652	16,705
Total current liabilities	775,050	720,547
LONG TERM LIABILITIES		
Deferred revenue	8,473	10,821
TOTAL LIABILITIES	783,523	731,368
COMMITMENTS AND CONTINGENCIES (Note 4)		
STOCKHOLDERS' EQUITY		
Preferred stock, $.01 par value; 1,000,000 shares authorized; 156,980 shares issued and outstanding on March 31, 2009 and 0 shares on December 31, 2008	1,570	-
Common stock, $.01 par value; 20,000,000 shares authorized; 2,195,283 shares issued and outstanding on March 31, 2009 and on December 31, 2008	21,953	21,953
Warrants to acquire preferred stock and common stock	882,253	-
Additional paid-in capital	8,134,959	6,803,530
Accumulated deficit	(5,427,512)	(4,701,841)
Total stockholders' equity	3,613,223	2,123,642
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 4,396,746	$ 2,855,010

The accompanying notes are an integral part of these consolidated financial statements

PRESSURE BIOSCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended March 31, 2009	For the Three Months Ended March 31, 2008
REVENUE:		
PCT Products, services, other	$ 222,142	$ 81,473
Grant revenue	84,620	50,903
Total revenue	306,762	132,376
COSTS AND EXPENSES:		
Cost of PCT products and services	140,243	48,449
Research and development	307,224	490,931
Selling and marketing	278,416	463,161
General and administrative	430,790	501,248
Total operating costs and expenses	1,156,673	1,503,789
Operating loss	(849,911)	(1,371,413)
OTHER INCOME:		
Interest income	2,403	30,308
Total other (expense) income	2,403	30,308
Loss before income taxes	(847,508)	(1,341,105)
Income tax benefit	623,262	-
Net loss	$ (224,246)	$ (1,341,105)
Loss per share - basic and diluted	$ (0.10)	$ (0.61)
Weighted average number of shares used to calculate loss per share - basic and diluted	2,195,283	2,192,175

The accompanying notes are an integral part of these consolidated financial statements

PRESSURE BIOSCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2009	**2008**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (224,246)	$ (1,341,105)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	49,430	41,004
Stock-based compensation expense	145,903	118,205
Bad debt expense	55,600	-
Changes in operating assets and liabilities:		
Restricted cash	30,000	-
Accounts receivable	(13,880)	11,604
Inventories	(250,672)	(422,512)
Deposits	366,764	341,922
Income tax receivable	(623,262)	-
Accounts payable	51,515	225,880
Accrued employee compensation	(58,910)	(13,046)
Deferred revenue and other accrued expenses	59,550	(3,002)
Prepaid expenses and other current assets	162,253	(125,854)
Net cash used in operating activities	(249,955)	(1,166,904)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property and equipment	(47,492)	(110,762)
Net cash used in investing activities	(47,492)	(110,762)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from the issuance of preferred stock	1,567,924	-
Net cash provided by financing activities	1,567,924	-
CHANGE IN CASH AND CASH EQUIVALENTS:	1,270,477	(1,277,666)
Cash and cash equivalents, beginning of period	868,208	5,424,486
Cash and cash equivalents, end of period	$ 2,138,685	$ 4,146,820
SUPPLEMENTAL INFORMATION:		
Income taxes paid	$ -	$ 2,790
Income taxes received	-	834

The accompanying notes are an integral part of these consolidated financial statements

1) Business Overview and Management Plans

We are a life sciences company focused on the development and commercialization of a novel, enabling, platform technology called pressure cycling technology ("PCT"). PCT uses cycles of hydrostatic pressure between ambient and ultra-high levels (up to 35,000 psi and greater) to control bio-molecular interactions.

Our pressure cycling technology uses instrumentation that is capable of cycling pressure between ambient and ultra-high levels (up to 35,000 psi or greater) at controlled temperatures to rapidly and repeatedly control the interactions of bio-molecules. Our pressure-generating instrument is called the Barocycler®. Our PCT-related consumables product line includes PULSE (Pressure Used to Lyse Samples for Extraction) Tubes as well as application specific ("ProteoSolve") kits. Our Barocycler instrument, together with our consumable products and reagents, make up the PCT Sample Preparation System ("PCT SPS").

We have experienced negative cash flows from operations with respect to our pressure cycling technology business since its inception. As of March 31, 2009, we had cash of approximately $2.1 million. During 2008, we took a number of cost reduction measures, including a comprehensive restructuring program to significantly reduce costs, centralize core operations, and refocus our business strategy in specific areas where our products have found significant market acceptance. The restructuring program included: a reduction in personnel of eight full-time employees (40% of the workforce), reduction in travel and meeting attendance for all personnel, continued reduction in investor relations activities, decreases in the base salary of most of our employees and all of our executive officers, a shutdown of our R&D facility in Rockville, MD, a consolidation of our R&D activities in Massachusetts, and delay of several research & development and marketing programs. We believe that these initiatives will significantly decrease our rate of cash utilization, from just under $1 million per quarter in the second half of 2008 to an average of approximately $600,000 per quarter during 2009. We also believe that these actions, taken together with the proceeds we received from our $1.8 million equity financing completed in February 2009, will enable us to extend our cash resources into the second quarter of 2010.

2) Interim Financial Reporting

The accompanying unaudited consolidated financial statements of Pressure BioSciences, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America ("generally accepted accounting principles" or "GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. For further information, refer to the audited consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K (the "Form 10-K") for the fiscal year ended December 31, 2008.

3) Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Pressure BioSciences, Inc., and its wholly-owned subsidiary PBI BioSeq, Inc.

Use of Estimates

To prepare our consolidated financial statements in conformity with generally accepted accounting principles, we are required to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In addition, significant estimates were made in projecting future cash flows to quantify impairment of assets, deferred tax assets and the costs associated with fulfilling our warranty obligations for the instruments that we sell, in our calculation of fair value of stock options awarded, and our allocation of the proceeds from the equity financing between the preferred stock and warrants sold. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from the estimates and assumptions used.

Revenue Recognition

We recognize revenue in accordance with the Securities and Exchange Commission's ("SEC") Staff Accounting Bulletin ("SAB") No. 104, *Revenue Recognition* ("SAB 104"). Revenue is recognized when realized or earned when all the following criteria have been met: persuasive evidence of an arrangement exists; delivery has occurred and risk of loss has passed to the customer; the seller's price to the buyer is fixed or determinable; and collectibility is reasonably assured.

Our current instruments, the Barocycler NEP3229 and NEP2320, require a basic level of instrumentation expertise to set-up for initial operation. To support a favorable first experience for our customers, we send a representative to the customer site to install every Barocycler that we sell through our domestic sales force. The installation process includes uncrating and setting up the instrument and conducting introductory user training. Product revenue related to current Barocycler instrumentation is recognized upon the installation of our instrumentation at the customer location. Product revenue related to sales of PCT products to our foreign distributors is recognized upon shipment through a common carrier. We provide for the expected costs of warranty upon the recognition of revenue for the sales of our instrumentation. Our sales arrangements do not provide our customers with a right of return. Product revenue related to our consumable products such as PULSE Tubes and application specific kits is recorded upon shipment through a common carrier. Shipping costs are included in the costs of sales. Any shipping costs billed to customers are recognized as revenue.

In accordance with the Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards ("SFAS") No. 13, *"Accounting for Leases"*, we account for our lease agreements under the operating method. We record revenue over the life of the lease term and we record depreciation expense on a straight-line basis over the thirty-six month estimated useful life of the Barocycler instrument. The depreciation expense associated with assets under lease agreement is included in the "Cost of PCT products and services" line item in our consolidated statements of operations. Many of our lease and rental agreements allow the lessee to purchase the instrument at any point during the term of the agreement with partial, or full, credit for rental payments previously made. We pay all maintenance costs associated with the instrument during the term of the leases.

Revenue from government grants is recorded when expenses are incurred under the grant in accordance with the terms of the grant award.

Our transactions sometimes involve multiple elements (i.e., products and services). Revenue under multiple element arrangements is recognized in accordance with Emerging Issues Task Force ("EITF") Issue No. 00-21, *"Accounting for Revenue Arrangements with Multiple Deliverables"*. Under this method, if an element is determined to be a separate unit of accounting, the revenue for the element is based on fair value and determined by vendor specific objective evidence ("VSOE"), and recognized at the time of delivery. If an arrangement includes undelivered elements that are not essential to the functionality of the delivered elements, we defer the fair value of the undelivered elements with the residual revenue allocated to the delivered elements. Fair value is determined based upon the price charged when the element is sold separately. If there is not sufficient evidence of the fair value of the undelivered elements, no revenue is allocated to the delivered elements and the total consideration received is deferred until delivery of those elements for which objective and reliable evidence of the fair value is not available. We provide certain customers with extended service contracts and, to the extent VSOE is established, these service revenues are recognized ratably over the life of the contract which is generally one to four years.

Cash and Cash Equivalents

Our policy is to invest available cash in short-term, investment grade interest-bearing obligations, including money market funds, and bank and corporate debt instruments. Securities purchased with initial maturities of three months or less are valued at cost plus accrued interest, which approximates fair market value, and are classified as cash equivalents.

Research and Development

Research and development costs, which are comprised of costs incurred in performing research and development activities including wages and associated employee benefits, facilities, consumable products and overhead costs, are expensed as incurred. Our research activities are performed at our facility in Massachusetts in conjunction with our collaboration partner sites. In support of our research and development activities we utilize our Barocycler instruments that are capitalized as fixed assets and depreciated over their expected useful life.

Inventories

Inventories are valued at the lower of cost or market. The composition of inventory as of March 31, 2009 and December 31, 2008 is as follows:

	March 31, 2009	December 31, 2008
Raw materials	$ 129,097	$ 83,451
Finished goods	693,406	488,380
Total	$ 822,503	$ 571,831

Our finished goods inventory as of March 31, 2009 included 64 Barocycler instruments. Our finished goods inventory as of December 31, 2008 included 34 Barocycler instruments.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. For financial reporting purposes, depreciation is recognized using the straight-line method, allocating the cost of the assets over their estimated useful lives of three years for certain laboratory equipment, from three to five years for management information systems and office equipment, and three years for all PCT finished units classified as fixed assets.

Intangible Assets

We have classified as intangible assets, costs associated with the fair value of acquired intellectual property. Intangible assets including patents are amortized on a straight-line basis over sixteen years. We perform a quarterly review of our intangible assets for impairment. When impairment is indicated, any excess of carrying value over fair value is recorded as a loss. An impairment analysis of intangible assets was performed as of December 31, 2008 and we reviewed the analysis as of March 31, 2009. We have concluded that there is no impairment of intangible assets.

Long-Lived Assets and Deferred Costs

In accordance with FASB SFAS No. 144, *"Accounting for the Impairment or Disposal of Long-Lived Assets"* , if indicators of impairment exist, we assess the recoverability of the affected long-lived assets by determining whether the carrying value of such assets can be recovered through the undiscounted future operating cash flows. If impairment is indicated, we measure the amount of such impairment by comparing the carrying value of the asset to the fair value of the asset and record the impairment as a reduction in the carrying value of the related asset and a charge to operating results. While our current and historical operating losses and cash flow are indicators of impairment, we performed an impairment test as of December 31, 2008 and we reviewed the analysis as of March 31, 2009. We have concluded that there is no impairment of long-lived assets.

Concentrations

Credit Risk

Our financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash, cash equivalents and trade receivables. We have cash investment policies which, among other things, limit investments to investment-grade securities. We perform ongoing credit evaluations of our customers, and the risk with respect to trade receivables is further mitigated by the fact that many of our customers are government institutions and university laboratories.

The following tables illustrate the level of concentration as a percentage of total revenues during the three months ended March 31, 2009 and 2008:

	For the Three Months Ended March 31,	
	2009	2008
Top Five Customers	67%	84%
Federal Agencies	28%	40%

The following table illustrates the level of concentration as a percentage of net accounts receivable balance as of March 31, 2009 and December 31, 2008:

	March 31, 2009	December 31, 2008
Top Five Customers	73%	81%
Federal Agencies	8%	1%

Product Supply

Source Scientific, LLC has been our sole contract manufacturer for all of our PCT instrumentation. We have initiated several engineering initiatives to position us for greater independence from any one supplier, and we are developing a network of manufacturers and sub-contractors to reduce our reliance on any single supplier for PCT components. Until we develop a network of manufacturers and subcontractors, obtaining alternative sources of supply or manufacturing services could involve significant delays and other costs and challenges, and may not be available to us on reasonable terms, if at all. The failure of a supplier or contract manufacturer to provide sufficient quantities, acceptable quality and timely products at an acceptable price, or an interruption of supplies from such a supplier could harm our business and prospects.

Computation of Loss per Share

Basic loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding. Diluted loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding plus additional common shares that would have been outstanding if dilutive potential common shares had been issued. For purposes of this calculation, convertible preferred stock, warrants to acquire preferred stock convertible into common stock, and options to acquire common stock are considered common stock equivalents in periods in which they have a dilutive effect. Stock options that are anti-dilutive are excluded from this calculation.

The following table illustrates our computation of loss per share for the three months ended March 31, 2009 and 2008:

	For the Three Months Ended March 31,	
	2009	2008
Numerator:		
Loss - basic and diluted	$ (224,246)	$ (1,341,105)
Denominator:		
Weighted average shares outstanding - basic and diluted	2,195,283	2,192,175
Loss per share - basic and diluted	$ (0.10)	$ (0.61)
Shares excluded from calculations	5,352	196,785

Accounting for Income Taxes

Effective January 1, 2007, we adopted the provisions of FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109"* ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, *"Accounting for Income Taxes"*. This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on de-recognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition.

We account for income taxes under the asset and liability method, which requires recognition of deferred tax assets, subject to valuation allowances, and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of asset and liabilities for financial reporting and income tax purposes. A valuation allowance is established if it is more likely than not that all or a portion of the net deferred tax assets will not be realized.

In the quarter ended March 31, 2009, we recorded a benefit for income taxes of $623,262 due to provisions in the American Recovery and Reinvestment Act of 2009 relating to net operating loss carry-backs. The cash is expected to be received during the second half of 2009. There was no provision for an income tax benefit during the same period in 2008. Aside from the impact of the passage of this congressional act, we do not expect any additional income tax benefits relating to carry-backs to prior periods. If we are successful in commercializing PCT and in generating operating income, then we may be able to utilize any net operating losses we may have at the time against such future operating profits.

Accounting for Stock-Based Compensation

We maintain equity compensation plans under which grants of incentive stock options and non-qualified stock options are granted to employees, independent members of our Board of Directors and outside consultants. We recognize equity compensation expense over the requisite service period using the Black-Scholes formula to estimate the fair value of the stock options on the date of grant. Since January 1, 2006, we have accounted for our stock option expense in accordance with the provisions of SFAS No. 123 (revised 2004), *"Share-Based Payment"*, or SFAS 123R.

We recognized stock-based compensation expense of $145,903 and $118,205 for the three months ended March 31, 2009 and 2008, respectively. The following table summarizes the effect of this stock-based compensation expense within each of the line items of our costs and expenses within our Consolidated Statements of Operations:

	For the Three Months Ended, March 31,	
	2009	2008
Research and development	$ 52,972	$ 43,237
Selling and marketing	21,208	33,032
General and administrative	71,723	41,936
Total stock-based compensation expense	$ 145,903	$ 118,205

The provisions of SFAS 123R require that we make an estimate of our forfeiture rate and adjust the expense that we recognize to reflect the estimated number of stock options that will go unexercised. Our historical forfeiture rate has been approximately 5%, so we used this rate as our assumption in calculating future stock-based compensation expense.

During the three months ended March 31, 2009 and 2008, the total fair value of stock options awarded was $251,730 and $127,552, respectively.

As of March 31, 2009, the total estimated fair value of unvested stock options to be amortized over their remaining vesting period was $447,016. The non-cash, stock based compensation expense associated with the vesting of these options will be $231,282 in 2009, $175,170 in 2010 and $40,564 in 2011.

Fair Value of Financial Instruments

Due to their short maturities, the carrying amounts for cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate their fair value. Long-term liabilities are primarily related to liabilities transferred under contractual arrangements with carrying values that approximate fair value.

Reclassifications

Certain prior year amounts have been reclassified to conform to our current year presentation.

Advertising

Advertising costs are expensed as incurred. During the three months ended March 31, 2009 and 2008, we incurred $304 and $6,517 respectively in advertising expense.

Rent Expense

Rental costs are expensed as incurred. During the three months ended March 31, 2009 and 2008, we incurred $24,573 and $32,213, respectively in rent expense for the use of our corporate office and research and development facilities.

4) Commitments and Contingencies

Operating Leases

Our corporate offices are currently located at 14 Norfolk Avenue, South Easton, Massachusetts 02375. In November 2007, we signed an 18 month lease agreement commencing in February 2008 pursuant to which we lease approximately 5,500 square feet of office space, with an option for an additional 12 months. We exercised the renewal option to extend the lease term for one year to end on July 14, 2010. We pay approximately $6,500 per month for the use of these facilities.

Effective January 1, 2009, we terminated our lease agreement with Scheer Partners and the Maryland Economic Development Corporation, pursuant to which we leased laboratory and office space in Rockville, MD. We paid approximately $3,300 per month for the use of these facilities through December 31, 2008 with no further obligation.

Effective January 31, 2009, we terminated our sub-lease agreement with Proteome Systems, pursuant to which we leased approximately 650 square feet of laboratory space plus 100 square feet of office space from Proteome Systems in Woburn, Massachusetts. We paid approximately $3,200 per month for the use of these facilities through January 31, 2009 with no further obligation.

In connection with the reduction of staff levels and consolidation of operations in Rockville, MD and Woburn, MA, the Company moved its research and development activities within Massachusetts.

Royalty Commitments

In 1996, we acquired our initial equity interest in BioSeq, Inc., which at the time was developing our original pressure cycling technology. BioSeq, Inc. acquired its pressure cycling technology from BioMolecular Assays, Inc. (“BMA”) under a technology transfer and patent assignment agreement. In 1998, we purchased all of the remaining outstanding capital stock of BioSeq, Inc., and at such time, the technology transfer and patent assignment agreement was amended to require us to pay BioMolecular Assays, Inc. a 5% royalty on our sales of products or services that incorporate or utilize the original pressure cycling technology that BioSeq, Inc. acquired from BMA. We are also required to pay BMA 5% of the proceeds from any sale, transfer or license of all or any portion of the original pressure cycling technology. These payment obligations terminate in 2016. During the three months ended March 31, 2009 and 2008, we incurred $8,827 and $3,000, respectively in royalty expense associated with our obligation to BMA.

In connection with our acquisition of BioSeq, Inc., we licensed certain limited rights to the original pressure cycling technology back to BMA. This license is non-exclusive and limits the use of the original pressure cycling technology by BMA solely for molecular applications in scientific research and development and in scientific plant research and development. BMA is required to pay us a royalty equal to 20% of any license or other fees and royalties, but not including research support and similar payments, it receives in connection with any sale, assignment, license or other transfer of any rights granted to BMA under the license. BMA must pay us these royalties until the expiration of the patents held by BioSeq, Inc. in 1998, which we anticipate will be in 2016. We have not received any royalty payments from BMA under this license.

Battelle Memorial Institute

In December 2008, we entered into an exclusive patent license agreement with the Battelle Memorial Institute ("Battelle"). The licensed technology is described in the patent application filed by Battelle on July 31, 2008 (US serial number 12/183,219). This application includes subject matter related to a method and a system for improving the analysis of protein samples, including through an automated, in-line system utilizing pressure and a pre-selected agent to obtain a digested sample in a significantly shorter period of time than current methods, while maintaining the integrity of the sample throughout the preparatory process. Pursuant to the terms of the agreement we paid Battelle a non-refundable initial fee. In addition to royalty payments on net sales on “licensed products”, we are obligated to make minimum royalty payments for each year that we retain the rights outlined in the patent license agreement and we are required to have our first commercial sale of the licensed products within one year following the issuance of the patent covered by the licensed technology.

Purchase Commitments

On September 18, 2008, we submitted a purchase order to Source Scientific, LLC, the manufacturer of the Company’s PCT Barocycler instrumentation, for 50 Barocycler NEP2320 units. Pursuant to the terms of the purchase order, we placed a deposit with Source Scientific, LLC, of approximately $100,000, representing approximately 25% of the expected total value of the order, upon submission of the purchase order. On November 12, 2008, we placed an additional deposit of approximately $100,000 with Source Scientific, LLC to provide them with funds required to commence manufacturing of the NEP2320 units ordered. The purchase price for the 50 Barocycler NEP2320 units is based upon a fixed bill of materials. We were billed for the unpaid purchase price of each unit at the time each unit was completed and ready for sale.

As of December 31, 2008 we had approximately $163,000 on deposit with Source Scientific, LLC for 40 remaining units pursuant to open purchase orders. In addition, in December 2008, we put the remaining $203,758 amount of the purchase order in an escrow account, which funds were to be released to pay the remaining balance due when units were completed. The amount held in escrow is included as a component within the line item Deposits on the Balance Sheet. As of March 31, 2009, we had no funds on deposit with Source Scientific, LLC because the remaining units pursuant to the purchase order were completed and received by the Company during the first quarter of 2009.

Indemnification

In connection with our sale of substantially all of the assets of Boston Biomedica, Inc. (“BBI Core Businesses”) to SeraCare Life Sciences, Inc. in September 2004, we continue to be exposed to possible indemnification claims in amounts up to the purchase price of approximately $29 million. Our indemnification obligations for breaches of some representations and warranties relating to compliance with environmental laws extend until September 14, 2009, representations and warranties relating to tax matters extend for the applicable statute of limitations period (which varies depending on the nature of claim), and representations and warranties relating to our due organization, subsidiaries, authorization to enter into and perform the transactions contemplated by the Asset Purchase Agreement and brokers fees, extend indefinitely.

Severance and Change of Control Agreements

Each of our executive officers is entitled to receive a severance payment if terminated by the Company without cause. The severance benefits would include a payment in an amount equal to one year of each executive officer’s annualized base salary compensation plus accrued paid time off. Additionally, each executive officer will be entitled to receive medical and dental insurance coverage for one year following the date of termination. The total commitment related to these agreements in the aggregate is approximately $1.0 million.

Each of our executive officers, other than Mr. Richard T. Schumacher, our President and Chief Executive Officer, is entitled to receive a change of control payment in an amount equal to one year of such executive officer’s annualized base salary compensation, accrued paid time off, and medical and dental coverage, in the event of a change of control of the Company. In the case of Mr. Schumacher, this payment would be equal to two years of annualized base salary compensation, accrued paid time off, and two years of medical and dental coverage. The total commitment related to these agreements in the aggregate is approximately $1.3 million.

5) Stockholders' Equity

Preferred Stock

In 1996, our Board of Directors authorized the issuance of 1,000,000 shares of preferred stock with a par value of $0.01. As of March 31, 2009, 156,980 of these shares have been issued.

On February 12, 2009, we completed a private placement, pursuant to which we sold an aggregate of 156,980 units for a purchase price of $11.50 per unit (the "Purchase Price"), resulting in gross proceeds to us of $1,805,270 (the "Private Placement"). Each unit consists of (i) one share of a newly created series of preferred stock, designated "Series A Convertible Preferred Stock," par value $0.01 per share (the "Series A Convertible Preferred Stock") convertible into 10 shares of our common stock, (ii) a warrant to purchase one share of Series A Convertible Preferred Stock at an exercise price equal to $12.50 per share, with a term expiring 15 months after the date of closing ("15 Month Preferred Stock Warrant"); and (iii) a warrant to purchase 10 shares of common stock at an exercise price equal to $2.00 per share, with a term expiring 30 months after the date of closing (the "30 Month Common Stock Warrants"). We did not pay any placement fees associated with this transaction but the expenses related to the offering totaled approximately $233,000.

The proceeds from the sale of each unit was allocated between the Series A Convertible Preferred Stock, the 15 Month Preferred Stock Warrant and the 30 Month Common Stock Warrant based on the relative estimated fair value of each security. The estimated fair value of the warrants were determined using the Black-Scholes formula, resulting in an allocation of the gross proceeds of $882,253 to the total warrants issued. The allocation of the gross proceeds to the Series A Convertible Preferred Stock was $923,017. In accordance with the provisions of Emerging Industry Task Force Issue 00-27: Application of Issue No. 98-5 to Certain Convertible Instruments, an additional adjustment between Additional Paid in Capital and Accumulated Deficit of $489,803 was recorded to reflect an implicit non-cash dividend related to the allocation of proceeds between the stock and warrants issued.

Series A Convertible Preferred Stock

Each share of Series A Convertible Preferred Stock will receive a cumulative dividend at the rate of 5% per annum of the Purchase Price, payable semi-annually on June 30 and December 31, commencing on June 30, 2009 (with the first payment to be pro-rated based on the number of days occurring between the date of issuance and June 30, 2009). Dividends may be paid in cash or in shares of common stock at our option, subject to certain conditions. The shares of Series A Convertible Preferred Stock also are entitled to a liquidation preference, such that in the event of any voluntary or involuntary liquidation, dissolution or winding up of our company, the holders of Series A Convertible Preferred Stock will be paid out of the assets of the Company available for distribution to the our stockholders before any payment shall be paid to the holders of common stock, an amount per share equal to the Purchase Price, plus accrued and unpaid dividends.

Each share of Series A Convertible Preferred Stock is convertible into 10 shares of common stock at any time at the option of the holder, subject to adjustment for stock splits, stock dividends, recapitalizations and similar transactions (the "Conversion Ratio"). Unless waived under certain circumstances by the holder of Series A Convertible Preferred Stock, such holder's shares of Series A Convertible Preferred Stock may not be converted if upon such conversion the holder's beneficial ownership would exceed certain thresholds. Each share of Series A Convertible Preferred Stock will automatically be converted into shares of common stock at the Conversion Ratio then in effect: (i) if, after 12 months from the closing of the Private Placement, the common stock trades on the Nasdaq Capital Market (or other primary trading market or exchange on which the common stock is then traded) at a price equal to $4.00 for 20 out of 30 consecutive trading days with average daily trading volume of at least 10,000 shares or (ii) upon a registered public offering by the Company at a per share price equal to $2.30 with aggregate gross proceeds to the Company of not less than $10 million.

The holders of Series A Convertible Preferred Stock are not entitled to vote on any matters presented to the stockholders of the Company for their action or consideration at any meeting of stockholders of the Company (or by written consent of stockholders in lieu of meeting), except that the holders of Series A Convertible Preferred Stock may vote separately as a class on any matters that would amend, alter or repeal any provision of our Restated Articles of Organization, as amended, in a manner that adversely affects the powers, preferences or rights of the Series A Convertible Preferred Stock and such holders may also vote on any matters required by law.

At any time after February 11, 2014, upon 30 days written notice, we have the right to redeem the outstanding shares of Series A Convertible Preferred Stock at a price equal to the Purchase Price, plus all accrued and unpaid dividends thereon. The redemption price may be paid in two annual installments.

Warrants

The warrants have the following exercise prices and terms: (i) the 15 Month Preferred Stock Warrants have an exercise price equal to $12.50 per share, with a term expiring on May 12, 2010; and (ii) the 30 Month Common Stock Warrants have an exercise price equal to $2.00 per share, with a term expiring on August 12, 2011. Unless waived under certain circumstances by the holder of the warrant, such holder's warrants may not be exercised if upon such exercise the holder's beneficial ownership would exceed certain thresholds.

Each of the 15 Month Preferred Stock Warrants and the 30 Month Common Stock Warrants permit the holder to conduct a "cashless exercise" at any time after the holder of the warrant becomes an "affiliate" (as defined in the Securities Purchase Agreement) of the Company.

The warrant exercise price and/or number of shares issuable upon exercise of the applicable warrant will be subject to adjustment for stock dividends, stock splits or similar capital reorganizations, as set forth in the warrants.

Subject to the terms and conditions of the applicable warrants, the Company has the right to call for cancellation of the 15 Month Preferred Stock Warrants if the volume weighted average price of our common stock on the Nasdaq Capital Market (or other primary trading market or exchange on which our common stock is then traded) equals or exceeds $1.75 for either (i) 10 consecutive trading days or (ii) 15 out of 25 consecutive trading days. Subject to the terms and conditions of the 30 Month Common Stock Warrant, the Company has the right to call for cancellation the 30 Month Common Stock Warrant if the volume weighted average price for our common stock on the Nasdaq Capital Market (or other primary trading market or exchange on which our common stock is then traded) equals or exceeds $2.80 for either (i) 10 consecutive trading days or (ii) 15 out of 25 consecutive trading days.

Common Stock

Shareholders Rights Plan

On March 3, 2003, our Board of Directors adopted a shareholder rights plan ("the Rights Plan") and declared a distribution of one Right for each outstanding share of our common stock to shareholders of record at the close of business on March 21, 2003 (the "Rights"). Initially, the Rights will trade automatically with the common stock and separate Right Certificates will not be issued. The Rights Plan is designed to deter coercive or unfair takeover tactics and to ensure that all of our shareholders receive fair and equal treatment in the event of an unsolicited attempt to acquire the Company. The Rights Plan was not adopted in response to any effort to acquire the Company and the Board is not aware of any such effort. The Rights will expire on February 27, 2013 unless earlier redeemed or exchanged. Each Right entitles the registered holder, subject to the terms of a Rights Agreement, to purchase from the Company one one-thousandth of a share of the Company's Series A Junior Participating Preferred Stock at a purchase price of $45.00 per one one-thousandth of a share, subject to adjustment. In general, the Rights will not be exercisable until a subsequent distribution date which will only occur if a person or group acquires beneficial ownership of 15% or more of our common stock or announces a tender or exchange offer that would result in such person or group owning 15% or more of the common stock. With respect to any person or group who currently beneficially owns 15% or more of our common stock, the Rights will not become exercisable unless and until such person or group acquires beneficial ownership of additional shares of common stock.

Subject to certain limited exceptions, if a person or group acquires beneficial ownership of 15% or more of our outstanding common stock or if a current 15% beneficial owner acquires additional shares of common stock, each holder of a Right (other than the 15% holder whose Rights become void once such holder reaches the 15% threshold) will thereafter have a right to purchase, upon payment of the purchase price of the Right, that number of shares of our common stock which at the time of such transaction will have a market value equal to two times the purchase price of the Right. In the event that, at any time after a person or group acquires 15% or more of our common stock, we are acquired in a merger or other business combination transaction or 50% or more of our consolidated assets or earning power are sold, each holder of a Right will thereafter have the right to purchase, upon payment of the purchase price of the Right, that number of shares of common stock of the acquiring company which at the time of such transaction will have a market value of two times the purchase price of the Right.

Our Board of Directors may exchange the Rights (other than Rights owned by such person or group which have become void), in whole or in part, at an exchange ratio of one share of common stock per Right (subject to adjustment). At any time prior to the time any person or group acquires 15% or more of our common stock, the Board of Directors may redeem the Rights in whole, but not in part, at a price of $0.001 per Right.

Stock Options

On June 16, 2005, our stockholders approved our 2005 Equity Incentive Plan (the "Plan") pursuant to which an aggregate of 1,000,000 shares of our common stock were reserved for issuance upon exercise of stock options or other equity awards made under the Plan. On September 25, 2008, our stockholders approved an amendment to our 2005 Equity Incentive Plan pursuant to which the number of shares reserved for issuance upon exercise of stock options or other equity awards made under the plan was increased from 1,000,000 shares to 1,500,000 shares. Under the Plan, we may award stock options, shares of common stock, and other equity interests in the Company to employees, officers, directors, consultants, and advisors, and to any other persons the Board of Directors deems appropriate.

As of March 31, 2009, options to acquire 1,290,500 shares were outstanding under the Plan. We also have 244,000 stock options outstanding under our 1999 Non-qualified Plan. As of March 31, 2009, there were 4,800 shares available for future grant under the 1999 Non-qualified Plan.

The following tables summarize information concerning stock options and warrants outstanding and exercisable:

	Stock Options		Warrants			
	Shares	Weighted Average price per share	Shares	Weighted Average price per share	Total Shares	Exercisable
Balance outstanding, 12/31/2006	945,500	$ 3.32	-		945,500	524,000
Granted	200,000	4.09				
Exercised	-					
Expired	-					
Forfeited	(25,000)	3.58				
Balance outstanding, 12/31/2007	1,120,500	$ 3.45	-		1,120,500	691,166
Granted	231,500	2.94				
Exercised	(3,000)	3.25				
Expired	(1,500)	3.25				
Forfeited	(125,001)	4.01				
Balance outstanding, 12/31/2008	1,222,499	$ 3.30	-		1,222,499	932,334
Granted	450,000	0.77	3,139,600	1.63	3,589,600	
Exercised	-					
Expired	-					
Forfeited	(137,999)	3.40			(137,999)	
Balance outstanding, 3/31/2009	1,534,500	$ 2.55	3,139,600	$ 1.63	4,674,100	4,175,947

Range of Exercise Prices	Options Outstanding			Options Exercisable		
	Number of Options	Weighted Average Remaining Contractual Life	Exercise Price	Number of Options	Weighted Average Remaining Contractual Life	Exercise Price
$ 0.77 - $ 2.70	669,000	7.7	$ 1.24	327,346	6.4	$ 1.69
2.71 - 3.08	319,500	5.9	2.93	265,000	5.2	2.97
3.09 - 3.95	302,000	7.2	3.67	252,667	7.1	3.68
3.96 - 5.93	244,000	7.7	4.24	191,334	7.5	4.19
$ 0.77 - $ 5.93	1,534,500	7.2	$ 2.55	1,036,347	6.5	$ 2.97

The aggregate intrinsic value of options outstanding and exercisable as of March 31, 2009 and December 31, 2008 has been negative due the stock price as of period end compared to the option weighted average exercise price.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In some cases, forward-looking statements are identified by terms such as "may", "will", "should", "could", "would", "expects", "plans", "anticipates", "believes", "estimates", "projects", "predicts", "potential", and similar expressions intended to identify forward-looking statements. Such statements include, without limitation, statements regarding:

- our ability to raise additional equity or debt financing on acceptable terms, if at all;
- our belief that we have sufficient liquidity to finance operations into the second quarter of 2010;
- our need to take additional cost reduction measures, cease operations or sell our operating assets, if we are unable to obtain sufficient additional financing in the future;
- the amount of cash necessary to operate our business;
- our ability to reduce our rate of cash utilization to an average of approximately $600,000 per quarter during 2009;
- the anticipated uses of grant revenue and increased grant revenue in future periods;
- potential growth in the market for our PCT products;
- our plans and expectations with respect to our pressure cycling technology (PCT) operations, including our expected amount of research and development, selling and marketing and general and administrative expense;
- market acceptance and the potential for commercial success of our PCT products;
- our belief that PCT provides a superior solution for sample preparation;
- our belief that PCT has achieved significant market acceptance in the mass spectrometry market;
- the expected development and success of new product offerings, including our new PCT Micro-Tube Adaptor Kits for accelerated proteolytic digestion;
- the potential applications for PCT;
- the expected benefits and results from our research and development efforts;
- the expected benefits and results from our collaboration program;
- our expectation of obtaining additional research grants from the government in the future;
- the expected tax benefits we may receive due to the American Recovery and Reinvestment Act of 2009;
- our ability to utilize net operating losses in the future;
- general economic conditions; and
- the anticipated future financial performance and business operations of our company.

These forward-looking statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this Report. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this Report to reflect any change in our expectations or any change in events, conditions, or circumstances on which any of our forward-looking statements are based or to conform to actual results.

Factors that could cause or contribute to differences in our future financial and operating results include those discussed in the risk factors set forth in Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2008, as well as those discussed elsewhere in this Report, including the following:

If we fail to obtain substantial additional capital, we may not be able to continue our business.

Based on our current projections, we believe our current cash resources, which include the funds we received from the private placement completed in February 2009, are sufficient to fund our normal operations into the second quarter of 2010.

We will need additional capital sooner than we currently expect if we experience unforeseen costs or expenses, unanticipated liabilities or delays in implementing our business plan, developing our products and achieving commercial sales. We also believe that we will need substantial capital to accelerate the growth and development of our pressure cycling technology products and services in the sample preparation area, as well as for applications in other areas of life sciences.

Our actual results and performance, including our ability to raise additional capital, may be adversely affected by current economic conditions.

Our actual results and performance could be adversely affected by the current economic conditions in the global economy, which pose a risk to the overall demand for our products from our customers who may elect to defer or cancel purchases of our products in response to tighter credit markets, negative financial news, and general uncertainty in the economy. In addition, our ability to obtain additional financing, on acceptable terms, if at all, may be adversely affected by the crisis in the credit markets and the uncertainty in the current economic climate.

We qualify all of our forward-looking statements by these cautionary statements. You should read this section in combination with the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2008 included in our Annual Report on Form 10-K for the year ended December 31, 2008.

OVERVIEW

We are a life sciences company focused on the development and commercialization of a novel, enabling, platform technology called pressure cycling technology ("PCT"). PCT uses cycles of hydrostatic pressure between ambient and ultra-high levels (up to 35,000 psi and greater) to control bio-molecular interactions.

Our pressure cycling technology uses instrumentation that is capable of cycling pressure between ambient and ultra-high levels (up to 35,000 psi or greater) at controlled temperatures to rapidly and repeatedly control the interactions of bio-molecules. Our pressure-generating instrument is called the Barocycler®. Our PCT-related consumables product line includes PULSE (Pressure Used to Lyse Samples for Extraction) Tubes as well as application specific ("ProteoSolve") kits. Our Barocycler instrument, together with our consumable products and reagents, make up the PCT Sample Preparation System ("PCT SPS").

We have experienced negative cash flows from operations with respect to our pressure cycling technology business since our inception. As of March 31, 2009, we had cash of approximately $2.1 million. During 2008, we took a number of cost reduction measures, including a comprehensive restructuring program to significantly reduce costs, centralize core operations, and refocus our business strategy in specific areas where our products have found significant market acceptance. The restructuring program included: a reduction in personnel of eight full-time employees (40% of the workforce), reduction in travel and meeting attendance for all personnel, continued reduction in investor relations activities, decreases in the base salary of most of our employees and all of our executive officers, a shutdown of our R&D facility in Rockville, MD, a consolidation of our R&D activities in Massachusetts, and delay of several research & development and marketing programs. We believe that these initiatives will significantly decrease our rate of cash utilization, from just under $1 million per quarter in the second half of 2008 to an average of approximately $600,000 per quarter during 2009. We also believe that these actions, taken together with the proceeds we received from our $1.8 million equity financing completed in February 2009, will enable us to extend our cash resources into the second quarter of 2010.

Despite the difficulty in the capital markets and the necessity to implement a very challenging restructuring program during the second half of 2008, we are quite proud of the number of accomplishments that we realized during the first quarter of 2009. These successes include:

- *Sale of Series A Convertible Preferred Stock and Warrants in a Private Placement* – On February 12, 2009, we received approximately $1.8 million from the sale of 156,980 units, consisting of shares of Series A Convertible Preferred Stock and warrants, in a private placement to 35 accredited investors.

- *Phase I SBIR Grant Award* – During the first quarter, we were notified by the National Institute of Allergy and Infectious Diseases ("NIAID") of the National Institutes of Health (NIH) that we had been awarded a Phase I SBIR grant (1R43A1081518-01) for a total of $109,998 to be billed over six months. Entitled "Sample Preparation Using Pressure for Microbiome Studies and Clinical Diagnostics", the grant will help fund research studies focused on discovering and cataloging the microbes that live on and in the human body.

- *Presentation by Dr. Alexander Ivanov* - Dr. Ivanov of the Harvard School of Public Health delivered a presentation at the 13th annual international meeting of the Association of Biomolecular Resource Facilities ("ABRF") in February 2009 entitled "Searching for Efficient and High-Throughput Alternatives for Essential Sample Preparation Techniques in Mass Spectrometry-based Functional Proteomics". Dr. Ivanov and his colleagues stated that "good control, efficiency, and reproducibility of protein extraction from cells and tissues are essential for diverse biological and basic research applications" and that "effective and specific proteolytic digestion of proteins prior to mass spectrometry ("MS") analysis is one of the fundamental techniques most commonly used in any proteomics laboratory". Dr. Ivanov and his colleagues concluded that "PCT resulted in significant improvement of throughput and reproducibility of sample preparation for proteomic analysis" and that "superior extraction rates were observed with pressure-assisted sample preparation". Dr. Ivanov's presentation was awarded the "Best Poster Presentation" at the ABRF Annual Meeting.

- *The Journal of Biomolecular Techniques Outstanding Manuscript Award* - This annual award recognizes the best research article published each year in the Journal. The 2009 award was presented to scientists from PBI and the Harvard School of Public Health for their manuscript "Tissue Fractionation by Hydrostatic Pressure Cycling Technology: the Unified Sample Preparation Technique for Systems Biology Studies" at the February 2009 ABRF Annual Meeting. The paper discussed the unique ability of PCT and the Company's patent-pending ProteoSolve-SB™ reagent kit to simultaneously extract DNA, RNA, proteins, and lipids from the same sample. The award was accepted by Dr. Vera Gross of PBI, the paper's corresponding author.

- *Third Consecutive Quarter of Double Digit Growth of PCT Sample Preparation System Installations* – On May 5, 2009, we announced that total revenue for the first quarter of 2009 was $306,762 compared to $132,376 for the comparable period in 2008, a 132% increase. We also announced that we had installed 10 PCT Sample Preparation Systems in the quarter, an increase of three installations from the first quarter 2008.

- *Continued Reduction in our Rate of Cash Utilization* – On May 5, 2009, we announced that our operating loss for the first quarter of 2009 was $849,911 compared to $1,371,413 for the same period in 2008, a decrease of $521,502, or 38%. We also announced that our cash used in first quarter 2009 operating activities was approximately $655,000, as compared to approximately $1,212,000 for the same quarter of 2008.

- *Measured Progress on the Development of the PCT MicroTube Adapter Kits for Accelerated Proteolytic Digestion* – We are working on the development of new "micro-tube" adaptor kits for our two existing Barocycler instruments. These new PCT-based products are expected to allow an increase in throughput of greater than 10-fold in a number of important application areas, while maintaining or increasing the quality of results. These new products are also expected to allow us to enter into several exciting markets heretofore unavailable to us, such as the large sample preparation market for mass spectrometry. Feedback and data received from our beta testing sites on the new micro-tube format have been very positive, productive, and encouraging. We have also made significant progress on the remaining development issues related to the adapter kits. We believe that we will meet the expected release date of June 30, 2009.

We hold 13 United States and 6 foreign patents covering multiple applications of PCT in the life sciences field. Our pressure cycling technology employs a unique approach that we believe has the potential for broad use in a number of established and emerging life sciences areas, including;

- sample preparation for genomic, proteomic, and small molecule studies;
- pathogen inactivation;
- protein purification;
- control of chemical (particularly enzymatic) reactions; and
- Immunodiagnostics (clinical laboratory testing).

Since we began operations as Pressure BioSciences in February 2005, we have installed 84 Barocycler instruments, including 10 instruments in the first quarter of 2009, 41 instruments in 2008, 20 instruments in 2007, 8 instruments in 2006, and 5 instruments in 2005. Our customers include researchers at academic laboratories and government agencies, as well as biotechnology, pharmaceutical and other life sciences companies in the United States, and six foreign distribution partners.

RESULTS OF OPERATIONS

Three Months Ended March 31, 2009 and 2008

Revenue

We recognized revenue of $306,762 for the three months ended March 31, 2009, as compared to $132,376 for the same period in the prior year.

PCT Products, Services, Other. Revenue from the sale of PCT products and services was $222,142 for the three months ended March 31, 2009 as compared to $81,473 for the same period in the prior year. During the first quarter of 2009, we completed the installation of ten Barocycler instruments, as compared to seven in the same period of 2008. Seven of the ten were domestic installations and three were international sales, compared to five domestic installations and two international sales for the same quarter in 2008. The increase in revenue observed in the first quarter of 2009 was due in part to this increase in the number of Barocycler units sold during the period, as well as to increased sales of consumable products and to PCT-related scientific services that were provided.

We expect the number of units installed will continue to increase in future periods as we continue to commercialize our technology, although we may experience some delays in customer purchases due to current economic conditions in the global economy. Furthermore, we may realize some difficulties in signing up new international distribution partners if we are unable to secure additional funding through equity or debt financings. We also expect that some portion of future installations will continue to be for the smaller, lower priced, Barocycler NEP2320 model and some will be placed under lease or short-term rental agreements. Therefore, we expect that the average revenue per installation will continue to fluctuate from period to period as we continue to drive our installed base and commercialize PCT. We also expect that as we continue to expand the installed based of Barocycler instruments in the field we will realize increasing revenues from the sale of consumable products and extended service contracts. In the short-term, these recurring revenue streams may continue to fluctuate from period to period.

Grant Revenue. During the three months ended March 31, 2009 and 2008, we recorded $84,620 and $50,903 of grant revenue, respectively. Grant revenue recorded during the first quarter of 2009 was related to the $850,000 SBIR Phase II grant that we were awarded in June 2008 and to an SBIR Phase I grant of approximately $110,000 awarded in January 2009. We expect grant revenues to increase over the next several quarters as the amount of time and expense incurred in connection with these grants continues to increase. The level of grant revenue that we recognize in any given quarter is dependent upon the level of resources we devote to grant related work in the period.

Cost of PCT Products and Services

The cost of PCT products and services was $140,243 for the three months ended March 31, 2009 compared to $48,449 for the comparable period in 2008. This increase in cost of PCT products and services was due primarily to the increase in the number of units installed under sale, lease, or rental arrangements during the period and the corresponding increase in the related royalties on PCT products. Costs of PCT products and services as a percentage of revenue increased to 63.1% for the three months ended March 31, 2009, as compared to 59.5% for the three months ended March 31, 2008. The increase in the cost of PCT products and services as a percentage of revenue was due primarily to two factors: (a) three of the ten units that we installed during the first quarter of 2009 were sold to our international distributors at usual, discounted prices, compared to two units to international distributors in the same period of 2008, and (b) one of the Barocycler units sold during the first quarter of 2008 was a collaboration model NEP3229 that had been previously expensed resulting in a lower cost of PCT products in the prior year.

The relationship between the cost of PCT products and services and PCT revenue will depend greatly on the mix of instruments we sell, the quantity of such instruments, and the mix of consumable products that we sell in a given period.

Research and Development

Research and development expenditures were $307,224 in the first quarter of 2009 as compared to $490,931 in the same period in 2008, a decline of 37%. This decline in R&D expenses was primarily due to the significant restructuring and cost-reduction programs that we initiated in the third and fourth quarters of 2008, including the termination of seven R&D employees. The headcount in R&D during the first quarter of 2009 was three, compared to ten during the same period in 2008. The decline in expenses was also due to a significant decrease in the number of R&D projects being funded by the Company during the first quarter of 2009.

Research and development expense recognized in the first quarters of 2009 and 2008 included $52,972 and $43,237 of non-cash, stock-based compensation expense, respectively. We expect that the level of stock-based compensation expense in the near future will be higher than the amount recorded during the first quarter of 2009, due to a grant of stock options at the end of the quarter.

Selling and Marketing

Selling and marketing expenses decreased to $278,416 for the three months ended March 31, 2009 from $463,161 for the comparable period in 2008, a decline of $184,745 or 40%. This decline in selling and marketing expense was primarily due to the significant restructuring and cost-reduction programs that we initiated in the third and fourth quarters of 2008, including the termination of four sales directors and one marketing assistant. The headcount in selling and marketing during the first quarter of 2009 was four, compared to eleven during the same period in 2008. A significant decrease in advertising, exhibit booth rental, and travel cost expense also contributed to the reduction in overall selling and marketing expense incurred during the first quarter of 2009.

We recorded an allowance for bad debts of $55,600 in the first quarter of 2009. Due to our continued increase in sales and the number and type of customers, we concluded that it was appropriate to initiate a bad debt allowance.

During the first quarter of 2009 and 2008, selling and marketing expense included $21,208 and $33,032 of non-cash, stock-based compensation expense, respectively. We expect the level of stock-based compensation expense in the near future will be higher than the amount recorded during the first quarter of 2009 due to a grant of stock options at the end of the quarter.

General and Administrative

General and administrative costs totaled $430,790 for the three months ended March 31, 2009 as compared to $501,248 for the comparable period in 2008, a decrease of $70,458 or 14%. This decrease in general and administrative expense was primarily due to the significant restructuring and cost-reduction programs that we initiated in the third and fourth quarters of 2008. The decline in expenses was also due to a significant decrease in investor relations costs, and compensation savings from the resignation of our Chief Financial Officer in November 2008. At this time, the Company is not actively pursuing a replacement for the CFO.

During the first quarters of 2009 and 2008, general and administrative expense included $71,723 and $41,936 of non-cash, stock-based compensation expense, respectively. We expect the level of stock-based compensation expense in the near future will be higher than the amount recorded during the first quarter of 2009 due to a grant of stock options at the end of the quarter.

Operating Loss

Our operating loss was $849,911 for the three months ended March 31, 2009 as compared to $1,371,413 for the comparable period in 2008, a decrease of $521,502 or 38%. During the second half of 2008, we initiated a number of cost reduction measures, including a comprehensive restructuring program to significantly reduce costs, centralize core operations, and refocus our business strategy in specific areas where our products had found significant market acceptance. The restructuring program included: a reduction in personnel of twelve full-time employees, reduction in travel and meeting attendance for all personnel, continued reduction in investor relations activities, decreases in the base salary of most of our employees and all of our executive officers, a shutdown of our R&D facility in Rockville, MD, a consolidation of our R&D activities in Massachusetts, and delay or cancellation of several research and development and marketing programs.

We believe that these initiatives will significantly decrease our rate of cash utilization, from just under $1 million per quarter in the second half of 2008 to an average of approximately $600,000 per quarter during 2009.

Interest Income

Interest income totaled $2,403 for the three months ended March 31, 2009 as compared to interest income of $30,308 in the prior year period. The decrease is due to lower average cash balances and lower yields on these balances during the first quarter of 2009, as compared to the first quarter of 2008.

Income Taxes

In the quarter ended March 31, 2009, we recorded a benefit for income taxes of $623,262 due to provisions in the American Recovery and Reinvestment Act of 2009 relating to net operating loss carry-backs. The cash is expected to be received during the second half of 2009. There was no provision for an income tax benefit during the same period in 2008. Aside from the impact of the passage of this law, we do not expect any additional income tax benefits relating to carry-backs to prior periods. If we are successful in commercializing PCT and in generating operating income, then we may be able to utilize any net operating losses we may have at the time against such future operating profits.

Net Loss

During the first quarter of 2009, we recorded a net loss of $224,246 or $(0.10) per share, as compared to $1,341,105 or $(0.61) per share in the first quarter of 2008. Our net loss in the first quarter of 2009 was lower than the corresponding net loss of the first quarter of 2008 principally due to the recognition of an expected federal income tax refund of $623,262 pursuant to the American Recovery and Reinvestment Act of 2009 as well as the result of increased revenue and lower operating costs.

LIQUIDITY AND FINANCIAL CONDITION

As of March 31, 2009, our working capital position was $3,091,727, the primary components of which were cash and cash equivalents, accounts receivable, inventory, prepaid expenses, deposits, and income taxes receivable, partially offset by accounts payable, accrued employee compensation, and other accrued expenses. As of December 31, 2008, our working capital position was $1,602,556, the primary components of which were cash and cash equivalents, accounts receivable, inventory, prepaid expenses, and deposits.

During the second half of 2008, we took a number of cost reduction measures, including a comprehensive restructuring program to significantly reduce costs, centralize core operations, and refocus our business strategy in specific areas where our products had found significant market acceptance. The restructuring program included: a reduction in personnel of twelve full-time employees, reduction in travel and meeting attendance for all personnel, continued reduction in investor relations activities, decreases in the base salary of most of our employees and all of our executive officers, a shutdown of our R&D facility in Rockville, MD, a consolidation of our R&D activities in Massachusetts, and the delay or cancellation of several research and development and marketing programs. We believe that these initiatives significantly decreased our rate of cash utilization, from just under $1 million per quarter during the second half of 2008 to an expected average of approximately $600,000 per quarter during 2009.

On December 19, 2008, we received $200,000 from one of our distributors in the escrow account for the private placement. Prior to February 12, 2009, the distributor requested that the $200,000 be used as payment for anticipated future purchases of our PCT instrument and consumable products, and not for an investment in the private placement. This amount was recorded as deferred revenue in the first quarter of 2009. As of March 31, 2009, $162,800 remained in deferred revenue for future product purchases. Three Barocycler units have been shipped against this advance payment.

We believe that because of the cost restructuring measures we have undertaken, together with the $1,805,270 we received in connection with our February 2009 private placement of units (consisting of Series A Convertible Preferred Stock and warrants), we have sufficient cash resources to fund normal operations into the second quarter of 2010. We believe we will need substantial additional capital to fund our operations beyond the second quarter of 2010. If we are able to obtain additional capital or otherwise increase our revenues, we may increase spending in specific research and development applications and engineering projects and may hire additional sales personnel or invest in targeted marketing programs. In the event that we are unable to obtain financing on acceptable terms, or at all, we may be required to limit or cease our operations, pursue a plan to sell our operating assets, or otherwise modify our business strategy, which could materially harm our future business prospects.

Net cash used in operations for the three months ended March 31, 2009 was $249,955 as compared to $1,166,904 for the three months ended March 31, 2008. The decrease in cash used in operations in 2009 as compared to 2008 is principally the result of the estimated federal income tax receivable, increased revenues and lower operating expenses in 2009.

Net cash used in investing activities for the three months ended March 31, 2009 was $47,492 as compared to cash used of $110,762 for the same period in the prior year. During the first quarter of 2009, we received and installed three Barocycler instruments under collaboration or lease agreements. Cash used in the three months of 2008 was for the purchase of furniture and fixtures associated with our move to new corporate offices, and for Barocycler instruments that we purchased and installed under collaboration or lease agreements

Net cash provided by financing activities for the three months ended March 31, 2009 was $1,567,924. On February 12, 2009, we completed a private placement, pursuant to which we sold an aggregate of 156,980 units for a purchase price of $11.50 per unit (the "Purchase Price"), resulting in gross proceeds to us of $1,805,270 (the "Private Placement"). Each unit consists of (i) one share of a newly created series of preferred stock, designated "Series A Convertible Preferred Stock," par value $0.01 per share (the "Series A Convertible Preferred Stock") convertible into 10 shares of our common stock, (ii) a warrant to purchase, at the purchaser's election to be made within 7 days of the closing, either 10 shares of our common stock, at an exercise price equal to $1.25 per share, with a term expiring 15 months after the date of closing ("15 Month Common Stock Warrant"), or one share of Series A Convertible Preferred Stock at an exercise price equal to $12.50 per share, with a term expiring 15 months after the date of closing ("15 Month Preferred Stock Warrant") (all of the purchasers elected the 15 Month Preferred Stock Warrants); and (iii) a warrant to purchase 10 shares of common stock at an exercise price equal to $2.00 per share, with a term expiring 30 months after the date of closing (the "30 Month Common Stock Warrants"). The expenses related to the offering totaled approximately $233,000.

Non-cash Financing Activity

We recorded $11,622 for the dividend payable on the Series A Convertible Preferred Stock from the date that the preferred stock was issued on February 12, 2009 through March 31, 2009. This expense was recorded against Accumulated Deficit, a line item on the Consolidated Balance Sheet. The Company intends to pay the dividend by issuing shares of unregistered common stock on June 30, 2009.

COMMITMENTS AND CONTINGENCIES

Operating Leases

Our corporate offices are currently located at 14 Norfolk Avenue, South Easton, Massachusetts 02375. In November 2007, we signed an 18 month lease agreement commencing in February 2008 pursuant to which we leased approximately 5,500 square feet of office space, with an option for an additional 12 months. We exercised the renewal option to extend the lease term for one year to end on July 14, 2010. We pay approximately $6,500 per month for the use of these facilities.

Effective January 1, 2009, we terminated our lease agreement with Scheer Partners and the Maryland Economic Development Corporation, pursuant to which we leased laboratory and office space in Rockville, MD. We paid approximately $3,300 per month for the use of these facilities through December 31, 2008, and we have no further obligations under the lease.

Effective January 31, 2009, we terminated our sub-lease agreement with Proteome Systems, pursuant to which we leased approximately 650 square feet of laboratory space plus 100 square feet of office space from Proteome Systems in Woburn, Massachusetts. We paid approximately $3,200 per month for the use of these facilities through January 31, 2009, and we have no further obligations under the lease.

In connection with the reduction of staff levels and consolidation of operations in Rockville, MD and Woburn, MA, the Company moved its research and development activities within Massachusetts.

Royalty Commitments

In 1996, we acquired our initial equity interest in BioSeq, Inc., which at the time was developing our original pressure cycling technology. BioSeq, Inc. acquired its pressure cycling technology from BioMolecular Assays, Inc. (“BMA”) under a technology transfer and patent assignment agreement. In 1998, we purchased all of the remaining outstanding capital stock of BioSeq, Inc., and at such time, the technology transfer and patent assignment agreement was amended to require us to pay BioMolecular Assays, Inc. a 5% royalty on sales of products or services that incorporate or utilize the original pressure cycling technology that BioSeq, Inc. acquired from BMA. We are also required to pay BMA 5% of the proceeds from any sale, transfer, or license of all or any portion of the original pressure cycling technology. These payment obligations terminate in 2016. During the three months ended March 31, 2009 and 2008, we incurred $8,827 and $3,000 in royalty expense associated with our obligation to BMA, respectively.

In connection with our acquisition of BioSeq, Inc., we licensed certain limited rights to the original pressure cycling technology back to BMA. This license is non-exclusive and limits the use of the original pressure cycling technology by BMA solely for molecular applications in scientific research and development and in scientific plant research and development. BMA is required to pay us a royalty equal to 20% of any license or other fees and royalties, but not including research support and similar payments, it receives in connection with any sale, assignment, license or other transfer of any rights granted to BMA under the license. BMA must pay us these royalties until the expiration of the patents held by BioSeq, Inc. in 1998, which we anticipate will be in 2016. We have not received any royalty payments from BMA under this license.

Battelle Memorial Institute

In December 2008, we entered into an exclusive patent license agreement with the Battelle Memorial Institute ("Battelle"). The licensed technology is described in the patent application filed by Battelle on July 31, 2008 (US serial number 12/183,219). This application includes subject matter related to a method and a system for improving the analysis of protein samples, including through an automated, in-line system utilizing pressure and a pre-selected agent to obtain a digested sample in a significantly shorter period of time than current methods, while maintaining the integrity of the sample throughout the preparatory process. Pursuant to the terms of the agreement, we paid Battelle a non-refundable initial fee. In addition to royalty payments on net sales on “licensed products”, we are obligated to make minimum royalty payments for each year that we retain the rights outlined in the patent license agreement. and we are required to have our first commercial sale of the licensed products within one year following the issuance of the patent covered by the licensed technology.

Purchase Commitments

On September 18, 2008, we submitted a purchase order to Source Scientific, LLC, the manufacturer of the Company's PCT Barocycler instrumentation, for 50 Barocycler NEP2320 units. Pursuant to the terms of the purchase order, we placed a deposit with Source Scientific, LLC, of approximately $100,000, representing approximately 25% of the expected total value of the order, upon submission of the purchase order. On November 12, 2008, we placed an additional deposit of approximately $100,000 with Source Scientific, LLC to provide them with funds required to commence manufacturing of the NEP2320 units ordered. The purchase price for the 50 Barocycler NEP2320 units is based upon a fixed bill of materials. We were billed for the unpaid purchase price of each unit at the time each unit was completed and ready for sale.

As of December 31, 2008 we had $163,006 on deposit with Source Scientific, LLC for 40 remaining units pursuant to open purchase orders. In addition, in December 2008, we put the remaining $203,758 amount of the purchase order in an escrow account, which funds were to be released to pay the remaining balance due when units were completed. The amount held in escrow is included as a component within the line item Deposits on the Balance Sheet. As of March 31, 2009, we had no funds on deposit with Source Scientific, LLC because the remaining units pursuant to the purchase order were completed and received by PBI during the first quarter of 2009.

Indemnification

In connection with our sale of substantially all of the assets of Boston Biomedica, Inc. ("BBI Core Businesses") to SeraCare Life Sciences, Inc. in September 2004, we continue to be exposed to possible indemnification claims in amounts up to the purchase price of approximately $29 million. Our indemnification obligations for breaches of some representations and warranties relating to compliance with environmental laws extend until September 14, 2009, representations and warranties relating to tax matters extend for the applicable statute of limitations period (which varies depending on the nature of claim), and representations and warranties relating to our due organization, subsidiaries, authorization to enter into and perform the transactions contemplated by the Asset Purchase Agreement, and brokers fees, extend indefinitely.

Severance and Change of Control Agreements

Each of our executive officers is entitled to receive a severance payment if terminated by the Company without cause. The severance benefits would include a payment in an amount equal to one year of each executive officer's annualized base salary compensation plus accrued paid time off. Additionally, each executive officer will be entitled to receive medical and dental insurance coverage for one year following the date of termination. The total commitment related to these agreements in the aggregate is approximately $1.0 million.

Each of our executive officers, other than Mr. Richard T. Schumacher, our President and Chief Executive Officer, is entitled to receive a change of control payment in an amount equal to one year of such executive officer's annualized base salary compensation, accrued paid time off, and medical and dental coverage, in the event of a change of control of the Company. In the case of Mr. Schumacher, this payment would be equal to two years of annualized base salary compensation, accrued paid time off, and two years of medical and dental coverage. The total commitment related to these agreements in the aggregate is approximately $1.3 million. The severance payment is meant to induce the executive to become an employee of the Company and to remain in the employ of the Company, in general, and particularly in the occurrence of a change in control.

RECENT ACCOUNTING STANDARDS

On January 1, 2008, the Company adopted Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring the fair value of assets and liabilities, and expands disclosure requirements regarding the fair value measurement. SFAS 157 does not expand the use of fair value measurements. This statement, as issued, is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. FASB Staff Position (FSP) FAS No. 157-2 was issued in February 2008 and deferred the effective date of SFAS 157 for nonfinancial assets and liabilities to fiscal years beginning after November 2008. As such, the Company adopted SFAS 157 as of January 1, 2008 for financial assets and liabilities only. There was no significant effect on the Company's financial statements. The Company does not believe that the adoption of SFAS 157 to non-financial assets and liabilities will significantly effect its financial statements.

In December 2007, the FASB issued SFAS 141 (revised 2007), "Business *Combinations"* ("SFAS 141(R)") and SFAS No. 160, *"Non-controlling Interests in Consolidated Financial Statements – an amendment of ARB No. 51"* ("SFAS 160").

SFAS 141(R) significantly changes the accounting for business combinations. Under SFAS 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date at fair value with limited exceptions. SFAS 141(R) further changes the accounting treatment for certain specific items, including:

- Acquisition costs will be generally expensed as incurred;

- Non-controlling interests (formerly known as "minority interests" – see SFAS 160 discussion below) will be valued at fair value at the acquisition date;

- Acquired contingent liabilities will be recorded at fair value at the acquisition date and subsequently measured at either the higher of such amount or the amount determined under existing guidance for non-acquired contingencies;

- In-process research and development will be recorded at fair value as an indefinite-lived intangible asset at the acquisition date;

- Restructuring costs associated with a business combination will be generally expensed subsequent to the acquisition date; and

- Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense.

In April 2008, the FASB issued FASB Staff Position ("FSP") No. FAS 142-3, Determination of the Useful Life of Intangible Assets ("FSP 142-3"). FSP 142-3 removes the requirement under Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets to consider whether an intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions, and replaces it with a requirement that an entity consider its own historical experience in renewing similar arrangements, or a consideration of market participant assumptions in the absence of historical experience. FSP 142-3 also requires entities to disclose information that enables users of financial statements to assess the extent to which the expected future cash flows associated with the asset are affected by the entity's intent and/or ability to renew or extend the arrangement. We have adopted FSP 142-3. The adoption of this statement does not have any impact to our financial statements.

SFAS 160 establishes new accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of non-controlling interests (minority interests) as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to non-controlling interests will be included in consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent's ownership interest in a subsidiary that does not result in deconsolidation are treated as equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using the fair value of the non-controlling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its non-controlling interest.

We have adopted SFAS 160 and the statement does not have a material affect on our consolidated results of operations and financial condition.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, "Disclosures about Derivative Instruments and Hedging Activities ("SFAS 161"), – an amendment of FASB Statement No. 133", which requires additional disclosures about the objectives of derivative instruments and hedging activities, the method of accounting for such instruments under SFAS No. 133 and its related interpretations, and a tabular disclosure of the effects of such instruments and related hedged items on our financial position, financial performance, and cash flows. We adopted SFAS No. 161 and our adoption of SFAS No. 161 did not have a material impact on our financial statements.

ITEM 4T. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934 filings are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and management was necessarily required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of March 31, 2009, we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures are effective in enabling us to record, process, summarize, and report information required to be included in our periodic SEC filings within the required time period, and to ensure that information required to be disclosed in such reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

There have been no changes in our internal controls over financial reporting that occurred during the period covered by this Report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibits		**Reference**
31.1	Principal Executive Officer Certification Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Principal Financial Officer Certification Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Principal Executive Officer Certification Pursuant to Item 601(b)(32) of Regulation S-K, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.2	Principal Financial Officer Certification Pursuant to Item 601(b)(32) of Regulation S-K, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith

SIGNATURES

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

PRESSURE BIOSCIENCES, INC.

Date: May 15, 2009

By: */s/ Richard T. Schumacher*
Richard T. Schumacher
President & Chief Executive Officer
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard T. Schumacher, President and Chief Executive Officer (Principal Executive Officer) of Pressure BioSciences, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pressure BioSciences, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 15, 2009

/s/ Richard T. Schumacher
Richard T. Schumacher
President & Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard T. Schumacher, Principal Financial Officer of Pressure BioSciences, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pressure BioSciences, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 15, 2009

/s/ Richard T. Schumacher
Richard T. Schumacher
President & Chief Executive Officer
(Principal Financial Officer)

EXHIBIT 32.1

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with the Quarterly Report on Form 10-Q of Pressure BioSciences, Inc., a Massachusetts corporation (the "Company") for the period ended March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard T. Schumacher, President and Chief Executive Officer of the Company, do hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) that:

(1) The Report of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2009

By: */s/ Richard T. Schumacher*
Richard T. Schumacher
President & Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Pressure BioSciences, Inc. and will be retained by Pressure BioSciences, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with the Quarterly Report on Form 10-Q of Pressure BioSciences, Inc., a Massachusetts corporation (the "Company") for the period ended March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard T. Schumacher, President and Chief Executive Officer of the Company, do hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) that:

(1) The Report of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 15, 2009

By: */s/ Richard T. Schumacher*
Richard T. Schumacher
President & Chief Executive Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Pressure BioSciences, Inc. and will be retained by Pressure BioSciences, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.