

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported) August 10, 2011

PRESSURE BIOSCIENCES, INC.

(Exact Name of Registrant as Specified in its Charter)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation)

0-21615

04-2652826

(Commission File Number)

(IRS Employer Identification No.)

14 Norfolk Avenue, South Easton, MA

02375

(Address of Principal Executive Offices)

(Zip Code)

(508) 230-1828

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 1.01 Entry into a Material Definitive Agreement.

On or about August 10, 2011, Pressure BioSciences, Inc. (the “Company”) entered into Amendment No. 1 to the Series B Preferred Stock Purchase Warrant (the “Series B Warrant Amendment”) with each of the holders of the Company’s outstanding Series B Preferred Stock Purchase Warrants (the “Series B Warrants”), which were issued in the Company’s Series B Convertible Preferred Stock financing completed in November 2009 and March 2010. The Series B Warrant Amendment extends the term of the Series B Warrants from August 11, 2011 to August 11, 2012. Additionally, the Series B Warrant Amendment amends the Warrants so that they are no longer exercisable for shares of the Company’s Series B Convertible Preferred Stock, but will be exercisable for that number of shares of Common Stock of the Company into which the shares of Series B Convertible Preferred Stock subject to the Series B Warrant were previously convertible. The Warrants will have the same aggregate exercise price but, due to this change, will have a per share exercise price equal to one-tenth of the original exercise price.

Also on or about August 10, 2011, the Company entered into Amendment No. 1 to the 30-Month Common Stock Purchase Warrant (the “Common Warrant Amendment”) with each of the holders of the Company’s outstanding 30-Month Common Stock Purchase Warrants (the “Common Warrants”), which were issued in the Company’s Series A Convertible Preferred Stock Financing completed in February 2009. The Common Warrant Amendment extended the term of the Common Warrants from August 11, 2011 to August 11, 2012.

The Series B Warrant Amendment and Common Warrant Amendment filed as Exhibit 4.1 and Exhibit 4.2 to this Current Report on Form 8-K, respectively, are also incorporated herein by reference.

Item 9.01

Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Description
4.1	Amendment No. 1 to Series B Convertible Preferred Stock Purchase Warrant.
4.2	Amendment No. 1 to 30-Month Common Stock Purchase Warrant.

SIGNATURES

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

Dated: August 11, 2011

PRESSURE BIOSCIENCES, INC.

By: ___/s/ Richard T. Schumacher ___
Richard T. Schumacher,
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Description
4.1	Amendment No. 1 to Series B Convertible Preferred Stock Purchase Warrant.
4.2	Amendment No. 1 to 30-Month Common Stock Purchase Warrant.

Amendment No. 1 to Series B Preferred Stock Purchase Warrant

AMENDMENT NO. 1 TO SERIES B PREFERRED STOCK PURCHASE WARRANT ("*Amendment*") is made as of the ___ day of August, 2011 by and among Pressure BioSciences, Inc., a Massachusetts corporation (the "*Company*") and the holder listed on the signature page attached hereto (the "*Holder*"). Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Warrant (as defined below).

WHEREAS, the Holder currently holds Warrant No. C-[] to purchase [] shares (the "*Warrant Shares*") of Series B Convertible Preferred Stock, \$0.01 par value, of the Company (the "*Warrant*").

WHEREAS, the Warrant is due to expire on August 11, 2011 (the "*Termination Date*"), at which time the Warrant will terminate and no longer be exercisable;

WHEREAS, the Company and the Holder desire to extend the Termination Date to August 11, 2012 and, in connection with such extension, provide that the Warrant be exercisable for that number of shares of Common Stock of the Company into which the Warrant Shares would be exercisable, with the appropriate adjustment to the Exercise Price of the Warrant; and

WHEREAS, Section 6(j) of the Warrant provides that the Warrant may be modified or amended or the provisions thereof waived with the written consent of the Company and the Holder.

NOW, THEREFORE, in consideration of the Amendment and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned parties hereby agree to amend the Warrant as follows:

1. The following definitions contained in the preamble to the Warrant are hereby amended as follows:

- a. "Termination Date" shall mean August 11, 2012, or sooner in accordance with Section 3(b) or Section 5(b) of the Warrant.
- b. "Warrant Shares" shall mean [] shares of Common Stock, par value \$.01 per share, of the Company.
- c. "Preferred Stock" shall mean Common Stock, par value \$0.01 per share, of the Company.

2. Section 2(b) of the Warrant shall be amended and restated in its entirety as follows:

"b) Exercise Price. The exercise price per share of the Common Stock under this Warrant shall be \$[], subject to adjustment hereunder (the "Exercise Price")."

3. Amended and Restated Warrant. Upon the request of the Holder and receipt by the Company of the original Warrant, the Company will provide the Holder with an Amended and Restated Warrant, reflecting the amendments described herein.

4. Full Force and Effect. Except as amended hereby, the Warrant shall remain in full force and effect in accordance with its original terms.

5. Governing Law. This Amendment is governed by the laws of the Commonwealth of Massachusetts.

Remainder of Page Intentionally Left Blank

IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 to Series B Preferred Stock Purchase Warrant as of the date first written above.

PRESSURE BIOSCIENCES, INC.

By: _____
Name: Richard T. Schumacher
Title: President and Chief Executive Officer

HOLDER

By:
Purchaser:
Name of Signatory:
Title of Signatory:
Dated:

Amendment No. 1 to 30-Month Common Stock Purchase Warrant

AMENDMENT NO. 1 TO 30-MONTH COMMON STOCK PURCHASE WARRANT (“*Amendment*”) is made as of the ___ day of August, 2011 by and among Pressure BioSciences, Inc., a Massachusetts corporation (the “*Company*”) and the holder listed on the signature page attached hereto (the “*Holder*”). Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Warrant (as defined below).

WHEREAS, the Holder currently holds Warrant No. B-[] to purchase [] shares (the “*Warrant Shares*”) of Common Stock, \$0.01 par value, of the Company (the “*Warrant*”).

WHEREAS, the Warrant is due to expire on August 11, 2011 (the “*Termination Date*”), at which time the Warrant will terminate and no longer be exercisable;

WHEREAS, the Company and the Holder desire to extend the Termination Date to August 11, 2012; and

WHEREAS, Section 6(j) of the Warrant provides that the Warrant may be modified or amended or the provisions thereof waived with the written consent of the Company and the Holder.

NOW, THEREFORE, in consideration of the Amendment and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned parties hereby agree to amend the Warrant as follows:

1. The Warrant is hereby amended to provide that “Termination Date” as set forth in the first sentence of the Warrant shall mean August 11, 2012, or sooner in accordance with Section 3(b) or Section 5(b) of the Warrant.
2. Amended and Restated Warrant. Upon the request of the Holder and receipt by the Company of the original Warrant, the Company will provide the Holder with an Amended and Restated Warrant, reflecting the amendments described herein.
3. Full Force and Effect. Except as amended hereby, the Warrant shall remain in full force and effect in accordance with its original terms.
4. Governing Law. This Amendment is governed by the laws of the Commonwealth of Massachusetts.

Remainder of Page Intentionally Left Blank

IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 to 30-Month Common Stock Purchase Warrant as of the date first written above.

PRESSURE BIOSCIENCES, INC.

By: _____
Name: Richard T. Schumacher
Title: President and Chief Executive Officer

HOLDER

By:
Purchaser:
Name of Signatory:
Title of Signatory:
Dated: