

**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) October 18, 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 October 18, 2011, the Company issued a press release announcing that all remaining holders of its Series A and B Convertible Preferred Stock have voluntarily converted their shares into Common Stock of the Company. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

Limitation on Incorporation by Reference. The information furnished in this Item 1.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Cautionary Note Regarding Forward-Looking Statements. Except for historical information contained in the press release attached as an exhibit hereto, the press release contains forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press release dated October 18, 2011 of Pressure BioSciences, Inc. announcing that all remaining holders of its Series A and B Convertible Preferred Stock have voluntarily converted their shares into Common Stock of the Company.

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: October 18, 2011

PRESSURE BIOSCIENCES, INC.

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

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press release dated October 18, 2011 of Pressure BioSciences, Inc. announcing that all remaining holders of its Series A and B Convertible Preferred Stock have voluntarily converted their shares into Common Stock of the Company.

Investor Contacts:

Richard T. Schumacher, President & CEO

BioSciences, Inc.

Pressure

R.

Wayne

Fritzsche,

Chairman
230-1828 (T)

(508)

**Pressure BioSciences Reports 100% Conversion
of Series A and B Preferred Stock into Common Stock****Conversions More than Double Company's Float
to Approximately 6.5 Million Common Shares**

South Easton, MA, October 18, 2011 – Pressure BioSciences, Inc. (NASDAQ: PBIO) (“PBI” and the “Company”) today announced that all remaining holders of its Series A and B Convertible Preferred Stock have voluntarily converted their shares into Common Stock of the Company. As a result of these conversions, one-hundred percent (100%) of the Company’s 345,314 shares of Series A and B Convertible Preferred Stock have been retired, and 3,453,140 shares of the Company’s Common Stock have been issued to the converting shareholders. The Company now has approximately 6,500,000 shares of Common Stock outstanding.

Mr. Richard T. Schumacher, President and CEO of PBI, stated: “We believe that the conversion of the Series A and Series B Preferred Stock and the resulting increase in the number of outstanding shares of Common Stock will make the Company much more attractive to the investment community. Because of these and other reasons, we are more optimistic than ever that we will be successful in adequately financing the Company in the very near future.”

About Pressure BioSciences, Inc.

Pressure BioSciences, Inc. (“PBI”) (NASDAQ: PBIO) is focused on the development, marketing, and sale of proprietary laboratory instrumentation and associated consumables based on Pressure Cycling Technology (“PCT”). PCT is a patented, enabling technology platform with multiple applications in the estimated \$6 billion life sciences sample preparation market. PCT uses cycles of hydrostatic pressure between ambient and ultra-high levels to control bio-molecular interactions. PBI currently focuses its efforts on the development and sale of PCT-enhanced sample preparation systems (instruments and consumables) for mass spectrometry, biomarker discovery, bio-therapeutics characterization, vaccine development, soil and plant biology, forensics, histology, and counter-bioterror applications.

Forward Looking Statements

Statements contained in this press release regarding PBI's intentions, hopes, beliefs, expectations, or predictions of the future are "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward looking statements include statements regarding the Company's capital structure; the Company's attractiveness to the investment community; and the likelihood that the Company will be successful in securing adequate financing. These statements are based upon the Company's current expectations, forecasts, and assumptions that are subject to risks, uncertainties, and other factors that could cause actual outcomes and results to differ materially from those indicated by these forward-looking statements. These risks, uncertainties, and other factors include, but are not limited to: possible difficulties or delays in the implementation of the Company's strategies that may adversely affect the Company's continued commercialization of its PCT-based product line; changes in customer's needs and technological innovations; the Company's sales force may not be successful in selling the Company's PCT product line because scientists may not perceive the advantages of PCT over other sample preparation methods; that the Company may not be successful in raising the additional capital necessary to fund the Company's operations beyond late November; if the NASDAQ Listing Qualifications Panel does not accept the Company's plan to regain compliance with the NASDAQ Listing Rule for minimum stockholder equity, the Company's common stock will be delisted from The NASDAQ Capital Market; and if actual operating costs are higher than anticipated, or revenues from product sales are less than anticipated, the Company may need additional capital sooner than expected. Given the uncertainty in the capital markets and the current status of the Company's product development and commercialization activities, there can be no assurance that the Company will secure the additional capital necessary to fund its operations beyond late November on acceptable terms, if at all. Additional risks and uncertainties that could cause actual results to differ materially from those indicated by these forward-looking statements are discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2010, and other reports filed by the Company from time to time with the SEC. The Company undertakes no obligation to update any of the information included in this release, except as otherwise required by law.

For more information about PBI and this press release, please click on the following links:

<http://www.pressurebiosciences.com>

<http://bit.ly/p1zk9s>