

**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) June 28, 2012

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

(b) On July 3, 2012, the Company announced a reduction in the size of the Board of Directors from eight to five, the resignations of Dr. Calvin Saravis, Mr. Donald Payne, Mr. Alan Rosenson, Mr. Alan Goldberg, and Mr. Gregory Freitag from the Board of Directors, and the appointment to the Board of Directors of life sciences veteran Mr. Vito Mangiardi and Wall Street veteran Mr. Kevin Pollack to fill the open seats. The Company believes that a smaller Board of Directors, comprised of seasoned veterans from Wall Street and the life sciences field, will offer significant value to the Company's commercialization program and its efforts to secure additional capital.

On June 28, 2012, Alan I. Goldberg, J. Donald Payne, and Alan D. Rosenson resigned as members of the Board of Directors of the Company, all effective June 28, 2012. Mr. Goldberg served as a director since 2010. Mr. Goldberg served as a member of the Audit Committee. Mr. Payne served as a director since 2004. During this period, Mr. Payne served as Chairman of the Audit Committee and a member of the Compensation and Nominating Committees. Mr. Rosenson served as a director since 2009. During his tenure, Mr. Rosenson served as Chairman of the Compensation Committee and a member of the Audit and Nominating Committees.

On June 29, 2012, Calvin A. Saravis and Gregory G. Freitag resigned as members of the Board of Directors of the Company, both effective June 29, 2012. Dr. Saravis served as a director since 1986. During this period, he has served as a member of the Nominating Committee, Compensation Committee, Audit Committee, and Scientific Advisory Board. Mr. Freitag served as a director since 2010. During this period, Mr. Freitag served as a member of the Audit Committee.

(d) On July 3, 2012, based on the recommendation of the Nominating Committee, the Board of Directors unanimously elected Vito Mangiardi and Kevin Pollack to the Board of Directors, both effective July 3, 2012. Mr. Mangiardi and Mr. Pollack will serve as Class II directors with a term expiring in 2013.

Mr. Mangiardi is an accomplished senior executive with proven experience as a President, CEO and COO in the Life Sciences and Bio Energy product and service sectors. He is a strong P&L performer and corporate strategist in General Management, Operations, Sales/Marketing, and Science. Mr. Mangiardi has held positions as a Research Chemist for Bio-Rad Laboratories, Inc.; Sales & Marketing Director for Baxter Travenol, Inc.; Executive VP and COO for Quintiles Transnational Corp.; President and CEO of Diagnostics Laboratories, Inc., Clingenix, Inc., and Bicare, Inc.; and President of AAI Pharma, Inc. More recently he was the COO/Deputy Director of Operations and Production at the University of California Lawrence Berkeley National Laboratory Joint Genome Institute. Mr. Mangiardi has experience with three start-ups, two midsize, and several mature companies, and has international experience leading and managing organizations on four continents. He has vast experience in leading alliances, acquisitions, due diligence, and post-acquisition assimilation. Mr. Mangiardi has been on the board of directors of three companies and has proven success in working with both national and international investment groups to raise funds. Mr. Mangiardi earned a BS in Biology/Chemistry from Eastern Illinois University and two MBA degrees from Golden Gate University - in General Management and in Marketing. Mr. Mangiardi is listed as an inventor in eight patents and is a member of numerous professional organizations.

Mr. Pollack is a Managing Director at Paragon Capital, a private investment firm focused primarily on investing in U.S.-listed companies. He also serves as President of Short Hills Capital LLC, where he provides a range of advisory services to investors, asset management firms, institutions, and companies. Prior to that, he worked as an investment banker at Banc of America Securities LLC, focusing on corporate finance, and on mergers and acquisitions. He started his career at Sidley Austin LLP (formerly Brown & Wood LLP) as a securities attorney focusing on corporate finance, and on mergers and acquisitions. Mr. Pollack currently sits on the Board of Directors of Lightlake Therapeutics Inc., a developing biopharmaceutical company focused on building a platform of biopharmaceutical solutions to common addictions and related disorders, and on the Board of Directors of MagneGas Corporation, the developer of a technology that converts liquid waste into a hydrogen-based metal working fuel and natural gas alternative. Mr. Pollack graduated Magna Cum Laude from The Wharton School of the University of Pennsylvania and received a dual J.D./M.B.A. from Vanderbilt University.

Mr. Mangiardi and Mr. Pollack will receive an annual board retainer in the amount of \$20,000. Each of Mr. Mangiardi and Mr. Pollack have agreed to accrue such fees until such time in the future that the Board determines that the overall financial and cash position of the Company will allow payments of such amounts. The Company and each of Mr. Mangiardi and Mr. Pollack have further agreed that in lieu of payment their annual board fees for their first year of service, the entire \$20,000 annual board retainer would be converted into the Company's private placement of units consisting of Series G Convertible Preferred Stock and Warrants to purchase restricted Common Stock in Units pursuant to the terms of the Private Placement. In addition, as non-employee directors, Mr. Mangiardi and Mr. Pollack were granted options to purchase 25,000 shares of the Company's common stock upon appointment as directors and 25,000 shares for the first year of service. Each of Mr. Mangiardi and Mr. Pollack will also receive options to purchase 25,000 shares of the Company's Common Stock on the anniversary of their appointment as directors.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

**Exhibit
Number**

Exhibit Description

99.1

Press release dated July 3, 2012 of Pressure BioSciences, Inc. furnished herewith.

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press release dated July 3, 2012 of Pressure BioSciences, Inc. furnished herewith.

FOR IMMEDIATE RELEASE

Investor Contacts:

Richard T. Schumacher, President & CEO
BioSciences, Inc.

Pressure

Joseph L. Damasio, Jr., Vice President of Finance &
Adm. (508) 230-1828 (T)

**Pressure BioSciences, Inc. Reaches Agreement with Investors on
Initial \$600,000 Tranche of \$1.2 Million Above-Market Private Placement;
Proceeds to Support Continued Commercialization of PCT Product Platform**

**Company Also Reduces Size of Board of Directors from Eight to Five
and Announces Change in Board Membership, Including the Appointment of
Life Sciences Industry Veteran Vito Mangiardi and Wall Street Veteran Kevin Pollack**

South Easton, MA, July 3, 2012 – Pressure BioSciences, Inc. (OTCQB: P BIO) (“PBI” or the “Company”) today announced that it has reached agreement with seventeen investors on an initial tranche of approximately \$600,000 of a \$1.2 million private placement. The transaction consists of the sale of approximately 120,000 units of a newly designated series of preferred stock and warrants to purchase Common Stock (“Series G”). The investors in the initial tranche include all members of the Company’s new Board of Directors, all officers of the Company, all members of the prior Board of Directors, and several existing accredited investors in PBI.

The price per unit is \$5.00. Each unit consists of one share of Series G Preferred Stock (convertible into ten shares of Common Stock at a Common Stock equivalent price of \$0.50 per share) and a Warrant to purchase five shares of restricted Common Stock. The Warrants are exercisable for a period of three years, at an exercise price of \$0.50 per share. Of the approximate \$600,000 initial tranche, \$485,000 was received in cash and \$115,000 will be from the conversion of debt.

The initial tranche is expected to close by July 6, 2012. One or more additional tranches in the private placement are expected to close on or before August 31, 2012. Funds raised in the offering will be used primarily to support the Company’s pressure cycling technology (“PCT”) product line commercialization program, which the Company believes has been gaining momentum as the year has progressed. Funds will also be used for general working capital purposes.

The Company also announced a reduction in the size of the Board of Directors from eight to five, and accepted the resignations of Dr. Calvin Saravis, Mr. Donald Payne, Mr. Alan Rosenson, Mr. Alan Goldberg, and Mr. Gregory Freitag. Life sciences veteran Mr. Vito Mangiardi and Wall Street veteran Mr. Kevin Pollack were appointed to the Board to fill the open seats. The Company believes that a smaller Board, comprised of seasoned veterans from Wall Street and the life sciences field, will offer significant value to the Company’s commercialization program and its efforts to secure additional capital.

Richard T. Schumacher, President and CEO of PBI, said: “First I want to offer my appreciation to Cal, Don, Alan, Alan, and Greg for their years of service to our Company. Their counsel and support has been very helpful as we developed our powerful PCT Platform and readied it for aggressive commercialization. Second, I want to commend their unselfish action in stepping aside at this important time, to allow the Company to reduce its Board size to a more reasonable and manageable number. This has allowed the Company the opportunity to appoint two new Board members of the caliber of Vito and Kevin, whose experience and expertise will be invaluable to us as we begin to accelerate and expand the commercialization of our enabling PCT Product Platform, and as we continue to work to secure the capital we need for sustained growth and future profitability.”

About Mr. Mangiardi

Mr. Vito Mangiardi is an accomplished senior executive with proven experience as a President, CEO and COO in the Life Sciences and Bio Energy product and service sectors. He is a strong P&L performer and corporate strategist in General Management, Operations, Sales/Marketing, and Science. Mr. Mangiardi has held positions as a Research Chemist for Bio-Rad Laboratories; Sales & Marketing Director for Baxter Travenol, Inc.; Executive VP and COO for Quintiles Transnational; President and CEO of Diagnostics Laboratories, Inc., Clingenix, Inc., and Bilcare, Inc.; and President of AAI Pharma, Inc. More recently he was the COO/Deputy Director of Operations and Production at the University of California Lawrence Berkeley National Laboratory Joint Genome Institute. Mr. Mangiardi has experience with three start-ups, two midsize, and several mature companies, and has international experience leading and managing organizations on four continents. He has vast experience in leading alliances, acquisitions, due diligence, and post-acquisition assimilation. Mr. Mangiardi has been on the Board of Directors of three companies and has proven success in working with both national and international investment groups to raise funds. Mr. Mangiardi earned a BS in Biology/Chemistry from Eastern Illinois University and two MBA degrees from Golden Gate University - in General Management and in Marketing. Mr. Mangiardi is an inventor on four patents and is a member of numerous professional organizations.

About Mr. Pollack

Mr. Kevin Pollack is a Managing Director at Paragon Capital, a private investment firm focused primarily on investing in U.S.-listed companies. He also serves as President of Short Hills Capital LLC, where he provides a range of advisory services to investors, asset

management firms, institutions, and companies. Prior to that, he worked as an investment banker at Banc of America Securities LLC, focusing on corporate finance, and on mergers and acquisitions. He started his career at Sidley Austin LLP (formerly Brown & Wood LLP) as a securities attorney focusing on corporate finance, and on mergers and acquisitions. Mr. Pollack currently sits on the Board of Directors of Lightlake Therapeutics Inc., a developing biopharmaceutical company focused on building a platform of biopharmaceutical solutions to common addictions and related disorders, and on the Board of Directors of MagneGas Corporation, the developer of a technology that converts liquid waste into a hydrogen-based metal working fuel and natural gas alternative. Mr. Pollack graduated *magna cum laude* from The Wharton School of the University of Pennsylvania and received a dual JD/MBA from Vanderbilt University, where he graduated with *Beta Gamma Sigma* honors.

About the Series G Private Placement

The units of Series G Preferred Stock and Warrants will be issued only to accredited investors in a private placement without registration under the Securities Act of 1933, as amended (the "Securities Act"), in reliance upon the exemption from registration set forth in Rule 506 of Regulation D promulgated under the Securities Act.

This press release is not an offer to sell or a solicitation of offers to buy the units or shares of Series G Preferred Stock, shares of Common Stock, or Warrants. The units, shares of Series G Preferred Stock, shares of Common Stock, and Warrants have not been registered under the Securities Act and may not be sold in the United States absent registration under the Securities Act or an applicable exemption from registration requirements.

About Pressure BioSciences, Inc.

Pressure BioSciences, Inc. ("PBI") (OTCQX: PPIO) 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 use of the proceeds of the Series G private placement for the continued support of the Company's commercialization of its PCT platform, the value that the new members of the Board of Directors are expected to contribute to the Company, the expectation that the Company will close the first or any subsequent tranche of the private placement, the size of the sample preparation market, and the applications for, and the competitive advantages of, the PCT platform. 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 and expanded commercialization of its PCT-based product line; changes in customer's needs and technological innovations; the Company's sales force and distribution network 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; and the Company may not be successful in raising additional capital necessary to fund the Company's operations beyond August 2012. There can be no assurance that the Company will close the first or any subsequent tranche of the private placement. Further, 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 August 2012 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, 2011, 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 link:

<http://www.pressurebiosciences.com>