
**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): September 25, 2015

PRESSURE BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction
of incorporation)

000-21615

(Commission
File Number)

04-2652826

(IRS Employer
Identification No.)

14 Norfolk Avenue
South Easton, Massachusetts 02375
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (508) 230-1828

N/A

(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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Cautionary Note on Forward-Looking Statements

This Current Report on Form 8-K (this “Report”) contains, or may contain, among other things, certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such forward-looking statements involve significant risks and uncertainties. Such statements may include, without limitation, statements with respect to the Company’s plans, objectives, projections, expectations and intentions and other statements identified by words such as “projects,” “may,” “will,” “could,” “would,” “should,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” or similar expressions. These statements are based upon the current beliefs and expectations of the Company’s management and are subject to significant risks and uncertainties, including those detailed in the Company’s filings with the Securities and Exchange Commission (the “SEC”). Actual results may differ significantly from those set forth in the forward-looking statements. These forward-looking statements involve certain risks and uncertainties that are subject to change based on various factors (many of which are beyond the Company’s control). The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

Item 1.01 Entry into a Material Definitive Agreement.

On September 25, 2015, in connection with the second closing (the “Second Closing”) of a private placement equity financing previously disclosed by Pressure BioSciences Inc. (the “Company”) on its Current Report on Form 8-K filed by the Company on July 28, 2015 (the “July 28 Current Report”), which is incorporated by reference herein (excluding Exhibit 99.1 thereto), and pursuant to the Subscription Agreement, dated as of September 25, 2015, by and among the Company and various individuals (each, a “Purchaser” and together “Purchasers”) the Company sold and issued to the Purchasers Senior Secured Convertible Debentures (the “Debentures”) and warrants to purchase shares of common stock equal to 50% of the number of shares issuable pursuant to the subscription amount (the “Warrants”) for an aggregate purchase price of \$1,100,000 (the “Purchase Price”). The Company netted \$990,000 in cash after taking into account fees related to the Offering. In connection with the Subscription Agreement and Debentures, the Company entered into a Security Agreement with the Purchasers and a FINRA-registered broker dealer that acted as the placement agent whereby the Company agreed to grant to Purchasers an unconditional and continuing, first priority security interest in all of the assets and property of the Company to secure the prompt payment, performance and discharge in full of all of Company’s obligations under the Debentures, Warrants and the other transaction documents. The form of Subscription Agreement, form of Debenture, form of Warrant, and Security Agreement were filed as Exhibit 10.1, 4.1, 4.2, and 10.2 to the July 28 Current Report respectively, each of which is incorporated by reference herein.

Item 3.02 Unregistered Sales of Equity Securities.

Reference is made to the disclosure set forth under Item 1.01 of this Report, which disclosure is incorporated herein by reference.

The issuance of the securities described above were completed in accordance with the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 8.01 Other Items

On September 28, 2015, we issued a press release relating to this Second Closing. The press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

<u>Number</u>	<u>Exhibit Description</u>
4.1	Form of Debenture (incorporated by reference to the Current Report on Form 8-K, dated July 28, 2015)
4.2	Form of Warrant (incorporated by reference to the Current Report on Form 8-K, dated July 28, 2015)
10.1	Subscription Agreement (incorporated by reference to the Current Report on Form 8-K, dated July 28, 2015)
10.2	Security Agreement (incorporated by reference to the Current Report on Form 8-K, dated July 28, 2015)
99.1	Press Release

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.

PRESSURE BIOSCIENCES, INC.

Dated: September 29, 2015

By: /s/ Richard T. Schumacher

Richard T. Schumacher
President

FOR IMMEDIATE RELEASE

Investor Contacts:

Richard T. Schumacher, President & CEO
Jeffrey N. Peterson, Chairman

(508) 230-1828 (T)
(650) 812-8121 (T)

**Pressure BioSciences Closes Additional \$1,100,000 of \$5 Million PIPE;
Total Funds Received to Date Reach \$3,280,000**

**PIPE Proceeds Used to Eliminate 70% of Variable Rate Convertible Debt, Expand
Marketing and Sales Capabilities, Add Manufacturing Personnel, Increase Instrument
and Consumables Inventory, and Help Secure Expected Record Third Quarter Revenue**

South Easton, MA, September 28, 2015 – Pressure BioSciences, Inc. (OTCQB: PBIO) (“PBI” and the “Company”), a leader in the development and sale of broadly enabling, pressure cycling technology (“PCT”)-based sample preparation solutions to the worldwide life sciences industry, today announced it has received gross proceeds of \$1,100,000 from an additional closing of its \$5 million Private Placement (the “Offering”), increasing the total amount raised to date in the Offering to \$3,280,000. One or more additional closings are expected in the near future.

Pursuant to the Subscription Agreement, the Company will issue to the investors, Senior Secured Convertible Debentures with a fixed conversion price of \$0.28 per restricted common share, and Common Stock Purchase Warrants exercisable into a total of 1,964,286 shares of restricted common stock at an exercise price of \$0.40 per share. The Company is under no obligation to file a registration statement to register the shares underlying the Debentures and Warrants. The Company netted \$990,000 in cash after taking into account fees related to the Offering.

Mr. Richard T. Schumacher, President and CEO of PBI, commented: “The priorities for the use of funds from the Offering remain: (i) to expand the Company’s marketing and sales capabilities, including a sizeable increase in the number of the Company’s marketing and sales personnel; (ii) to increase the Company’s manufacturing and operational capabilities; (iii) to ready the Company for a potential up-listing to a regulated exchange in the near future; and (iv) to retire all variable rate convertible debt (“VRCD”) we took on to help facilitate growth prior to additional equity capital being raised. With the funds received to date, we have eliminated approximately 70% of all the VRCD we had as of the close of the 2015 second quarter. It is expected that cash received from additional closings that may occur in the near future will be used to eliminate all remaining VRCD debt.”

This press release is not an offer to sell or a solicitation of offers to participate in the Offering. The units, including the shares underlying the Debentures 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.

For more information on the Offering, please see the Form 8k filed by the Company on July 28, 2015.

About Pressure BioSciences, Inc.

Pressure BioSciences, Inc. (“PBI”) (OTCQB: PBIO) develops, markets, and sells proprietary laboratory instrumentation and associated consumables to the estimated \$6 billion life sciences sample preparation market. Our products are based on the unique properties of both constant (i.e., static) and alternating (i.e., pressure cycling technology, or PCT) hydrostatic pressure. PCT is a patented enabling technology platform that uses alternating cycles of hydrostatic pressure between ambient and ultra-high levels to safely and reproducibly control bio-molecular interactions. To date, we have installed over 250 PCT systems in approximately 160 sites worldwide. There are over 100 publications citing the advantages of the PCT platform over competitive methods, many from key opinion leaders. Our primary application development and sales efforts are in the biomarker discovery and forensics areas. Customers also use our products in other areas, such as drug discovery & design, bio-therapeutics characterization, soil & plant biology, vaccine development, histology, and forensic 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. 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, the risks and uncertainties discussed under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, in the Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2015, 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 website link:

<http://www.pressurebiosciences.com>

Please visit us on Facebook, LinkedIn, and Twitter
