

PRESSURE BIOSCIENCES INC

Form 4

November 14, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHUMACHER RICHARD T

2. Issuer Name **and** Ticker or Trading
Symbol
PRESSURE BIOSCIENCES INC
[PBIO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
130 LAKE RIDGE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2014

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

TAUNTON, MA 02780

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series K Convertible Preferred Stock	\$ 0.25	11/12/2014		P		20			11/12/2014 ⁽¹⁾	11/12/2015	Common Stock	20,000
Series K Common Stock Purchase Warrant	\$ 0.3125	11/12/2014		P		20			11/12/2014 ⁽³⁾	11/12/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUMACHER RICHARD T 130 LAKE RIDGE DRIVE TAUNTON, MA 02780	X		CEO	

Signatures

/s/ Richard T.
Schumacher

11/14/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The terms of the Series K Convertible Preferred Stock contain a limitation on conversion which prevents the Reporting Person from converting shares of Series K Convertible Preferred Stock if, after giving effect to the conversion, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this
- (1) limitation to 9.99%, 14.99%, or 19.99% upon not less than 61 days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 4.99% but less than 9.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 9.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.
- Pursuant to a certain Securities Purchase Agreement dated November 12, 2014 among the Company, the Reporting Person, and the other purchasers named therein, the Reporting Person purchased 20 "Units" at a purchase price of \$250 per Unit. Each Unit consisted of (i) one share of Series K Convertible Preferred Stock, convertible into 1,000 shares of the Company's Common Stock, and (ii) a warrant to purchase 500 shares of Common Stock, which warrant is exercisable until November 12, 2017.
- (2)

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- The Series K Common Stock Purchase Warrants contain a limitation on exercise which prevents the Reporting Person from exercising any Warrants if, after giving effect to the exercise, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99%, or 19.99% upon not less than 61
- (3) days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 4.99% but less than 9.99% of the outstanding shares of Common Stock, the exercise limitation that applies to the Reporting Person is the 9.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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