

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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 4, 2024

**Pulse Biosciences, Inc.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-37744  
(Commission  
File Number)

46-5696597  
(IRS Employer  
Identification No.)

3957 Point Eden Way  
Hayward, California 94545  
(Address of principal executive offices) (Zip Code)

(510) 906-4600  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	PLSE	The Nasdaq Stock Market

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

On June 4, 2024, Pulse Biosciences, Inc. (the “Company”) issued a press release announcing the commencement of its previously-announced rights offering pursuant to a registration statement filed on Form S-3 (File No. 333-278494), as modified by the post-effective amendment filed with the Securities and Exchange Commission (“SEC”) on May 28, 2024, which was deemed effective by the SEC on May 31, 2024, including the prospectus contained therein, as further modified by the prospectus to be filed pursuant to Rule 424(b)(2) of the Securities Act of 1933, which contains the detailed terms of the rights offering and will be filed with the SEC on June 4, 2024.

A copy of the press release related to the matters set forth herein is attached hereto as Exhibit 99.1. The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press Release issued by Pulse Biosciences, Inc. dated June 4, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURE**

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 hereunto duly authorized.

**Pulse Biosciences, Inc.**

By: /s/ Burke T. Barrett  
Burke T. Barrett  
President and Chief Executive Officer  
*(Principal Executive and Principal Financial Officer)*

Date: June 4, 2024

**Pulse Biosciences, Inc. Announces Commencement of Rights Offering**

HAYWARD, Calif., June 4, 2024 -- Pulse Biosciences, Inc. (Nasdaq: PLSE) (the “Company” or “Pulse Biosciences”), a company leveraging its novel and proprietary CellFX® Nanosecond Pulsed Field Ablation™ (nsPFA™) technology, today announced that it has commenced its previously announced rights offering of up to \$60,000,000 of units (the “Units,” and each, a “Unit”) at the Initial Price (as defined below). The subscription rights will expire and have no value if they are not exercised prior to 5:00 p.m., Eastern Time, on June 26, 2024 (the “Expiration Date”).

Pursuant to the rights offering, Pulse Biosciences has distributed non-transferable subscription rights to purchase the Units to each holder of the Company’s common stock, par value \$0.001 per share (“Common Stock”), as of May 31, 2024. The Company distributed to all holders of Common Stock as of the Record Date non-transferable subscription rights to purchase up to an aggregate of 6,000,000 units (“Units”) at a price per Unit equal to the lesser of: (i) \$10 (the “Initial Price”) and (ii) the volume weighted average price of the Common Stock for the ten trading day period through and including the expiration date of the Rights Offering, now contemplated to be Wednesday, June 26, 2024 (the “Alternate Price”). The subscription price will determine the final number of Units issuable, and subsequently the pro rata number of Units to which stockholders can subscribe. To the extent that the Alternate Price is lower than the Initial Price, the Company will sell additional Units, but will not sell fractional Units.

Each Unit consists of one share of Common Stock and two warrants, each being a warrant to purchase one-half of one share of Common Stock at an exercise price per whole share that shall be equal to 110% of the per-Unit subscription price (provided, that, the aggregate number of shares of Common Stock that shall be issuable upon the exercise of each set of warrants included in a given subscription for Units shall be rounded up to the nearest whole share). Each warrant will be exercisable immediately upon completion of the Rights Offering and will expire on the fifth anniversary of the completion of the Rights Offering. The respective warrants will be subject to redemption by the Company for \$0.01 per underlying share of Common Stock, on not less than thirty (30) days’ written notice, if the volume weighted average price of our Common Stock equals or exceeds: (i) in respect of one such warrant, 150% of the exercise price for the warrants, subject to adjustment, per whole share, for twenty (20) consecutive trading days, and (ii) in respect of the other such warrant, 200% of the exercise price for the warrants, subject to adjustment, per whole share, for twenty (20) consecutive trading days, provided that, in each case, the Company may not redeem the warrants prior to the date that is three months after the issuance date.

The Rights Offering includes an over-subscription right to permit each rights holder that exercises its basic subscription rights in full to purchase additional Units that remain unsubscribed at the expiration of the offering, but the Company will not sell fractional Units. The availability of this over-subscription right will be subject to certain terms and conditions to be set forth in the offering documents.

Stockholders wishing to exercise subscription rights must timely pay the exercise price for the number of Units they wish to acquire. If the Alternate Price is lower than the Initial Price on the Expiration Date, any excess subscription amounts paid by a subscribing holder will be applied towards the purchase of additional Units in the rights offering. Stockholders who fully exercise their basic subscription rights will be entitled to subscribe for additional Units that are not purchased by other stockholders, on a pro rata basis and subject to availability.

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The rights offering is being made pursuant to the Company's registration statement on Form S-3, as modified by the post-effective amendment filed with the Securities and Exchange Commission ("SEC") on May 28, 2024, which was deemed effective by the SEC on May 31, 2024, including the prospectus contained therein, as further modified by the prospectus to be filed pursuant to Rule 424(b)(2) of the Securities Act of 1933, which contains the detailed terms of the rights offering and will be filed with the SEC on June 4, 2024. Copies of the foregoing documents may be obtained at the SEC's website at [www.SEC.gov](http://www.SEC.gov). Questions about the rights offering and requests for copies of the prospectus relating to the rights offering may be directed to Broadridge Corporate Issuer Solutions, LLC, the Company's information, subscription and warrant agent for the rights offering, at the address and phone number provided at the end of this release.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### **About Pulse Biosciences®**

Pulse Biosciences is a novel bioelectric medicine company committed to health innovation that has the potential to improve the quality of life for patients. The Company's proprietary CellFX® nsPFA™ technology delivers nanosecond pulses of electrical energy to non-thermally clear cells while sparing adjacent noncellular tissue. The Company is actively pursuing the development of its CellFX nsPFA technology for use in the treatment of atrial fibrillation and in a select few other markets where it could have a profound positive impact on healthcare for both patients and providers.

Pulse Biosciences, CellFX, Nano-Pulse Stimulation, NPS, nsPFA, CellFX nsPFA and the stylized logos are among the trademarks and/or registered trademarks of Pulse Biosciences, Inc. in the United States and other countries.

#### **Forward-Looking Statements**

All statements in this press release that are not historical are forward-looking statements, including, among other things, statements relating to the effectiveness of the Company's CellFX nsPFA technology and CellFX System to non-thermally clear cells while sparing adjacent non-cellular tissue, statements concerning the Company's future fundraising efforts and whether those efforts will be successful or allow the Company to continue current operations as planned, and statements concerning the expected duration and completion of the Company's 2024 rights offering, and other future events. These statements are not historical facts but rather are based on Pulse Biosciences' current expectations, estimates, and projections regarding Pulse Biosciences' business, operations and other similar or related factors. Words such as "may," "will," "could," "would," "should," "anticipate," "predict," "potential," "continue," "expects," "intends," "plans," "projects," "believes," "estimates," and other similar or related expressions are used to identify these forward-looking statements, although not all forward-looking statements contain these words. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties, and assumptions that are difficult or impossible to predict and, in some cases, beyond Pulse Biosciences' control. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described in Pulse Biosciences' filings with the Securities and Exchange Commission. Pulse Biosciences undertakes no obligation to revise or update information in this release to reflect events or circumstances in the future, even if new information becomes available.

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**Contacts:**

**Investors:**

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Or

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