

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): **December 23, 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.)

**601 Brickell Key Drive, Suite 1080**  
**Miami, Florida 33131**  
(Address of Principal Executive Offices) (Zip Code)

**510-906-4600**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(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))
- 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, \$0.001 par value per share	PLSE	The Nasdaq Stock Market

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 8.01 Other Events.**

On December 23, 2024, Pulse Biosciences, Inc. (the “Company”) issued a press release announcing that it will deliver an irrevocable election to redeem certain of the outstanding common stock warrants issued on July 3, 2024 (“Warrants”) in connection with the Company’s rights offering pursuant to its Registration Statement on Form S-3, as amended (File No. 333-278494), as modified by the post-effective amendment filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 28, 2024 (the “Rights Offering”). The irrevocable election will concern only the first half of the Warrants issued by the Company in the Rights Offering (CUSIP # 74587B135), which are 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 the Company’s common stock equals or exceeds 150% of the exercise price for the Warrants (i.e., \$16.50), subject to adjustment, per whole share, for twenty (20) consecutive trading days (hereinafter referred to as the “150% Warrants”). Outstanding 150% Warrants may be exercised for cash in accordance with the terms therein, at any time prior to 6:30 p.m., Eastern Time, on February 5, 2025, the redemption time and date for the 150% Warrants. Any 150% Warrants that are not exercised on or before the redemption time will be redeemed by the Company for \$0.01 per warrant share.

A copy of the press release related to the matters set forth herein is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
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<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release of Pulse Biosciences, Inc. dated December 23, 2024</u></a>
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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, thereunto duly authorized.

**PULSE BIOSCIENCES, INC.**

Date: December 23, 2024

By: /s/ Kevin P. Danahy  
Kevin P. Danahy  
Chief Commercial Officer  
*(Principal Executive and Principal Financial Officer)*

## PULSE BIOSCIENCES, INC. ANNOUNCES PLANNED REDEMPTION OF WARRANTS

HAYWARD, Calif. — (BUSINESS WIRE) — December 23, 2024 — Pulse Biosciences, Inc. (Nasdaq: PLSE), a company leveraging its novel and proprietary Nanosecond Pulsed Field Ablation™ (nano-PFA or nsPFA™) technology, today announced that it intends to deliver an irrevocable notice of redemption, on or about December 27, 2024, to redeem the first tranche of common stock warrants, redeemable by the Company if the Company's stock trading price exceeds \$16.50 for twenty consecutive trading days, that were issued as part of its July 3, 2024 rights offering which are still outstanding as of February 5, 2025 (the "Redemption Date"). These outstanding common stock warrants (the "150% Warrants"), which were issued in the Company's 2024 rights offering (the "Rights Offering"), pursuant to the Company's Registration Statement on Form S-3, as amended (File No. 333-278494), may be exercised by the holders thereof until 6:30 p.m., Eastern time, on the Redemption Date, at the exercise price of \$11.00 per share of Company common stock, \$0.001 par value per share. Any 150% Warrants not exercised before 6:30 p.m., Eastern time, on February 5, 2025, will be redeemed by the Company for \$0.01 per 150% Warrant share (the "Redemption Price").

Under the terms of the 150% Warrants, the Company has the right to redeem the 150% Warrants (CUSIP # 74587B135) if the volume weighted average price (as defined therein, "VWAP") exceeds \$16.50 per share for twenty (20) consecutive trading days at least three months after the date that the 150% Warrants were issued. This requirement was met for each of the twenty consecutive trading days preceding December 23, 2024. Over this period, the Company had an average VWAP of \$18.85.

Any 150% Warrants that remain unexercised at 6:30 p.m., Eastern time, on the Redemption Date, will be void and no longer exercisable, and the holders of those 150% Warrants will be entitled to receive only the Redemption Price of \$0.01 per 150% Warrant share. The second tranche of common stock warrants issued in the Rights Offering (the "200% Warrants") are not being redeemed at this time.

The Company received aggregate gross proceeds of \$60 million from its Rights Offering, which was completed in July 2024, and the Company will receive an additional \$66 million of gross proceeds, if all of the 150% Warrants and all of the 200% Warrants (collectively, the "Warrants") are exercised prior to the Redemption Date.

None of the Company, its board of directors or employees has made or is making any representation or recommendation to any holder of any Warrants as to whether to exercise or refrain from exercising any Warrants.

A registration statement, as amended, relating to the Rights Offering was previously filed with the Securities and Exchange Commission (the "SEC") and declared effective on May 31, 2024. A prospectus relating to the offering was filed with the SEC on and supplemented on June 4, 2024 and is available on the SEC's website.

The Company will post a copy of the notice of redemption being sent to the holders of the 150% Warrants on its investor relations website at [investors.pulsebiosciences.com](http://investors.pulsebiosciences.com).

Questions concerning redemption and exercise of the 150% Warrants can be directed to Broadridge Corporate Issuer Solutions, LLC, Attn: BCIS Re-Organization Dept., P.O. Box 1317, Brentwood, NY 11717-0718, telephone number 888-789-8409 or to [shareholder@broadridge.com](mailto:shareholder@broadridge.com).

### No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of any of the Company's securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such 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 is now headquartered in Miami, Florida and maintains its office in Hayward, California.

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 Company's planned redemption of outstanding warrants, statements concerning its expected product development efforts, statements about its Nanosecond Pulsed Field Ablation (nsPFA) technology to non-thermally clear cells while sparing adjacent noncellular tissue, as well as statements concerning customer adoption and future use of the CellFX System to address a range of conditions such as atrial fibrillation. 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.

### Investor Contacts:

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