
**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)
August 10, 2022**

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)

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, par value \$0.001 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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On August 10, 2022, Pulse Biosciences, Inc. announced its financial results for the fiscal quarter ended June 30, 2022. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This information, as well as Exhibit 99.1, is intended to be furnished under Item 2.02 of Form 8-K, "Results of Operations and Financial Condition" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release issued by Pulse Biosciences, Inc. dated August 10, 2022</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

PULSE BIOSCIENCES, INC.

By: /s/ Sandra A. Gardiner
Sandra A. Gardiner
Chief Financial Officer, Executive Vice President of
Finance and Administration, and Treasurer
(Principal Financial and Accounting Officer)

Date: August 10, 2022

HAYWARD, Calif. [Business Wire] – August 10, 2022 – Pulse Biosciences, Inc. (Nasdaq: PLSE), a novel bioelectric medicine company commercializing the CellFX® System powered by Nano-Pulse Stimulation™ (NPS™) technology, today announced financial results for the second quarter ended June 30, 2022.

Company Updates

- Continued active engagement and collaboration with the nine commercial clinics participating in the CellFX System utilization program.
- Received FDA 510(k) clearance of expanded energy settings for use with the family of CellFX System treatment tips in dermatology.
- Generated second quarter 2022 revenue of \$265 thousand.
- Completed two commercial sales of CellFX Systems in the second quarter of 2022.
- Transitioned four Controlled Launch Program participants to commercial use, totaling 43 commercial conversions with 12 clinics remaining in the Controlled Launch program, after a total of 15 clinics opted out, as of the end of Q2.
- Reduced Q2 GAAP operating expenses by \$3.9 million, or 23%, and Non-GAAP operating expenses by \$2.9 million, or 21%, compared to the prior quarter.
- Completed a rights offering in June, raising \$15.0 million in gross proceeds with the potential to raise additional gross proceeds of up to \$15.0 million through the exercise of accompanying warrants.

“In the second quarter, we transitioned our commercial focus toward driving utilization of CellFX Systems in a select group of our dermatology clinics. The development and implementation of best practices for clinic integration is demonstrating more clearly the novel value proposition of our NPS technology for patients and clinicians. Looking forward, we will continue to work closely with this subset of clinics to develop a deep understanding of the factors that drive consistent utilization and adoption of the CellFX System,” commented Darrin Uecker, President and CEO of Pulse Biosciences. “At the same time, we continue to work towards expanding indications for the CellFX System to support treatments across specific patient populations and in other medical specialties.”

Second Quarter 2022 Results

Revenue for the three months ended June 30, 2022 was \$265 thousand, including System revenue of \$209 thousand and Cycle Units revenue of \$56 thousand. Total revenues of \$118 thousand were recognized on a non-cash basis resulting from the Controlled Launch Participants opting to acquire CellFX Systems during the quarter.

Total GAAP cost and expenses representing cost of revenues, research and development, sales and marketing, and general and administrative expenses for the three months ended June 30, 2022 were \$14.3 million, compared to \$14.8 million for the prior year period. Non-GAAP cost and expenses for the three months ended June 30, 2022 were \$12.2 million, compared to \$12.1 million for the prior year period. While there were no direct restructuring charges incurred during the quarter, \$195 thousand remains in accrued expenses as of June 30, 2022 that will be paid over the remainder of the year.

GAAP net loss for the three months ended June 30, 2022 was (\$14.0) million compared to (\$15.3) million for the three months ended June 30, 2021. Non-GAAP net loss for the three months ended June 30, 2022 was (\$11.9) million compared to (\$12.6) million for the three months ended June 30, 2021.

Cash and cash equivalents totaled \$14.8 million as of June 30, 2022 compared to \$47.4 million as of June 30, 2021 and \$12.7 million as of March 31, 2022. Cash used in the second quarter of 2022 totaled \$12.8 million excluding net proceeds received in the Company’s June 2022 rights offering. This compares to \$15.0 million used in the same period in the prior year and \$15.9 million used in the first quarter of 2022.

Reconciliations of GAAP to non-GAAP cost and expenses and net loss have been provided in the tables following the financial statements in this press release. An explanation of these measures is also included below under the heading “Non-GAAP Financial Measures.”

Webcast and Conference Call Information

Pulse Biosciences’ management will host a conference call today, August 10, 2022, beginning at 1:30pm PT. Investors interested in listening to the conference call may do so by dialing 1-877-704-4453 for domestic callers or 1-201-389-0920 for international callers. A live and recorded webcast of the event will be available at <https://investors.pulsebiosciences.com/>.

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 Nano-Pulse Stimulation technology delivers nano-second pulses of electrical energy to non-thermally clear cells while sparing adjacent non-cellular tissue. The CellFX® System is the first commercial product to harness the distinctive advantages of NPS technology to treat a variety of applications for which an optimal solution remains unfulfilled. The initial commercial use of the CellFX System is to address a range of dermatologic conditions that share high demand among patients and practitioners for improved dermatologic outcomes. Designed as a multi-application platform, the CellFX System offers customer value with a utilization-based revenue model. Visit pulsebiosciences.com to learn more.

To stay informed about the CellFX System, please visit CellFX.com and sign-up for updates.

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

Non-GAAP Financial Measures

In this press release, in order to supplement the Company’s condensed consolidated financial statements presented in accordance with Generally Accepted Accounting Principles, or GAAP, management has disclosed certain non-GAAP financial measures for the statement of operations. The Company believes that an evaluation of its ongoing operations (and comparisons of its current operations with historical and future operations) would be difficult if the disclosure of its financial results were limited to financial measures prepared in accordance with GAAP. As a result, the Company is disclosing certain non-GAAP results in order to supplement investors’ and other readers’ understanding and assessment of the Company’s financial performance. Company management uses these measurements as aids in monitoring the Company’s ongoing financial performance from quarter to quarter, and year to year, on a regular basis and for financial and operational decision-making. Non-GAAP adjustments include stock-based compensation, depreciation and amortization and restructuring charges. From time to time in the future, there may be other items that the Company may exclude if the Company believes that doing so is consistent with the goal of providing useful information to management and investors. The Company has provided a reconciliation of each non-GAAP financial measure used in this earnings release to the most directly comparable GAAP financial measure. Investors are cautioned that there are a number of limitations associated with the use of non-GAAP financial measures as analytical tools. Investors are encouraged to review these reconciliations, and not to rely on any single financial measure to evaluate the Company’s business.

Non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies, which could reduce the usefulness of the Company’s non-GAAP financial measures as tools for comparison. Investors and other readers are encouraged to review the related GAAP financial measures and the reconciliation of non-GAAP measures to their most directly comparable GAAP measures set forth below and should consider non-GAAP measures only as a supplement to, not as a substitute for or as a superior measure to, measures of financial performance prepared in accordance with GAAP. Non-GAAP financial measures in this earnings release exclude the following:

Non-cash expenses for stock-based compensation. The Company has excluded the effect of stock-based compensation expenses in calculating the Company's non-GAAP cost and expenses and net loss measures. Although stock-based compensation is a key incentive offered to employees, the Company continues to evaluate its business performance excluding stock-based compensation expenses. The Company records stock-based compensation expense related to grants of performance and time-based options. Depending upon the size, timing and terms of the grants, as well as the probability of achievement of performance-based awards, this expense may vary significantly but will recur in future periods. The Company believes that excluding stock-based compensation better allows for comparisons from period to period.

Depreciation and amortization. The Company has excluded depreciation and amortization expense in calculating its non-GAAP cost and expenses and net loss measures. Depreciation and amortization are non-cash charges to current operations.

Restructuring charges. The Company has excluded restructuring charges in calculating its non-GAAP cost and expenses and net loss measures. Restructuring programs involve discrete initiatives designed to improve operating efficiencies and include employee termination, contract termination, and other exit costs associated with the restructuring program. The Company believes that excluding discrete restructuring charges allows for better comparisons from period to period.

Forward-Looking Statements

All statements in this press release that are not historical are forward-looking statements, including, among other things, statements relating to Pulse Biosciences' expectations regarding the Company's Controlled Launch program and the Company's other activities to develop and commercialize NPS technology to drive growth, such as statements concerning the timing and prospects for converting participants in the Controlled Launch into commercial customers, statements concerning customer adoption and future use of the CellFX System, and statements concerning the use of best practices to drive utilization across clinics, statements about market opportunities in dermatology and in other medical specialties, statements about potential future regulatory clearances and about expanding the CellFX System's indications for use, statements relating to the effectiveness of the Company's NPS technology and the CellFX System to improve patient outcomes, statements about the Company's rights offering or any other of its future financing activities, and other future events. These forward-looking 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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PULSE BIOSCIENCES, INC.
Condensed Consolidated Balance Sheets
(In thousands, except per share amounts)
(Unaudited)

	June 30, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 14,798	\$ 28,614
Accounts Receivable	8	61
Inventory	7,871	5,824
Prepaid expenses and other current assets	1,062	2,131
Total current assets	23,739	36,630
Property and equipment, net	2,386	2,462
Intangible assets, net	2,883	3,216
Goodwill	2,791	2,791
Right-of-use assets	8,433	8,785
Other assets	365	365
Total assets	<u>\$ 40,597</u>	<u>\$ 54,249</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,948	\$ 2,904
Accrued expenses	4,757	4,389
Deferred revenue	32	16
Lease liability, current	827	774
Note payable, current	—	436
Total current liabilities	7,564	8,519
Lease liability, less current	9,618	10,040
Total liabilities	17,182	18,559
Stockholders' equity:		
Preferred stock, \$0.001 par value; authorized – 50,000 shares; no shares issued and outstanding	—	—
Common stock, \$0.001 par value; authorized – 500,000 shares; issued and outstanding – 37,126 shares and 29,716 shares at June 30, 2022 and December 31, 2021, respectively	37	29
Additional paid-in capital	290,847	271,861
Accumulated other comprehensive income (loss)	—	—
Accumulated deficit	(267,469)	(236,200)
Total stockholders' equity	23,415	35,690
Total liabilities and stockholders' equity	<u>\$ 40,597</u>	<u>\$ 54,249</u>

PULSE BIOSCIENCES, INC.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(In thousands, except per share amounts)
(Unaudited)

	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
	2022	2021	2022	2021
Revenues:				
Product revenues	\$ 265	\$ —	\$ 709	\$ —
Total revenues	265	—	709	—
Cost and expenses:				
Cost of revenues	1,344	—	2,253	—
Research and development	5,458	7,459	12,227	16,522
Sales and marketing	3,690	3,147	9,231	7,293
General and administrative	3,787	4,200	8,285	9,516
Total cost and expenses	14,279	14,806	31,996	33,331
Loss from operations	(14,014)	(14,806)	(31,287)	(33,331)
Other income (expense):				
Interest income (expense), net	18	(517)	18	(631)
Total other income (expense)	18	(517)	18	(631)
Net loss	(13,996)	(15,323)	(31,269)	(33,962)
Other comprehensive loss:				
Unrealized gain on available-for-sale securities	—	1	—	1
Comprehensive loss	\$ (13,996)	\$ (15,322)	\$ (31,269)	\$ (33,961)
Net loss per share:				
Basic and diluted net loss per share	\$ (0.44)	\$ (0.58)	\$ (1.02)	\$ (1.29)
Weighted average shares used to compute net loss per common share — basic and diluted	31,492	26,477	30,623	26,276

	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
	2022	2021	2022	2021
Stock Based Compensation Expense:				
Cost of revenues	\$ 90	\$ —	\$ 180	\$ —
Research and development	496	1,002	953	4,168
Sales and marketing	362	500	816	2,261
General and administrative	765	946	1,771	2,984
Total stock-based compensation expense	\$ 1,713	\$ 2,448	\$ 3,720	\$ 9,413

PULSE BIOSCIENCES, INC.
Consolidated Revenue Financial Highlights
(In thousands)
(Unaudited)

	Three-Month Periods Ended				Six-Month Periods Ended				
	June 30,				June 30,				
	2022		2021		2022		2021		
Revenue by category:									
Systems	\$ 209	79%	\$ —	-	\$ 576	81%	\$ —	-	
Cycle									
units	56	21%	—	-	133	19%	—	-	
Total									
revenue	\$ 265	100%	\$ —	-	\$ 709	100%	\$ —	-	
Revenue by geography:									
North									
America	\$ 214	81%	\$ —	-	\$ 526	74%	\$ —	-	
Rest of									
World	51	19%	—	-	183	26%	—	-	
Total									
revenue	\$ 265	100%	\$ —	-	\$ 709	100%	\$ —	-	

Reconciliation of GAAP to Non-GAAP Financial Measures

The following table presents the reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measures:

(In thousands)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Reconciliation of GAAP to non-GAAP				
Cost of revenues:				
GAAP Cost of revenues	\$ 1,344	\$ —	\$ 2,253	\$ —
Less: Stock-based compensation expense	(90)	—	(180)	—
Less: Depreciation and amortization	(5)	—	(10)	—
Less: Restructuring	—	—	(19)	—
Non-GAAP Cost of revenues	<u>\$ 1,249</u>	<u>\$ —</u>	<u>\$ 2,044</u>	<u>\$ —</u>
Reconciliation of GAAP to non-GAAP				
Research and development:				
GAAP Research and development	\$ 5,458	\$ 7,459	\$ 12,227	\$ 16,522
Less: Stock-based compensation expense	(496)	(1,002)	(953)	(4,168)
Less: Depreciation and amortization	(70)	(41)	(129)	(80)
Less: Restructuring	—	—	(127)	—
Non-GAAP Research and development	<u>\$ 4,892</u>	<u>\$ 6,416</u>	<u>\$ 11,018</u>	<u>\$ 12,274</u>
Reconciliation of GAAP to non-GAAP				
Sales and marketing:				
GAAP Sales and Marketing	\$ 3,690	\$ 3,147	\$ 9,231	\$ 7,293
Less: Stock-based compensation expense	(362)	(500)	(816)	(2,261)
Less: Depreciation and amortization	(15)	—	(28)	—
Less: Restructuring	—	—	(546)	—
Non-GAAP Sales and marketing	<u>\$ 3,313</u>	<u>\$ 2,647</u>	<u>\$ 7,841</u>	<u>\$ 5,032</u>
Reconciliation of GAAP to non-GAAP				
General and administrative:				
GAAP General and administrative	\$ 3,787	\$ 4,200	\$ 8,285	\$ 9,516
Less: Stock-based compensation expense	(765)	(946)	(1,771)	(2,984)
Less: Depreciation and amortization	(263)	(241)	(513)	(481)
Less: Restructuring	—	—	(41)	—
Non-GAAP General and administrative	<u>\$ 2,759</u>	<u>\$ 3,013</u>	<u>\$ 5,960</u>	<u>\$ 6,051</u>
Reconciliation of GAAP to non-GAAP				
Cost and expenses:				
GAAP Cost and expenses	\$ 14,279	\$ 14,806	\$ 31,996	\$ 33,331
Less: Stock-based compensation expense	(1,713)	(2,448)	(3,720)	(9,413)
Less: Depreciation and amortization	(353)	(282)	(680)	(561)
Less: Restructuring	—	—	(733)	—
Non-GAAP Cost and expenses	<u>\$ 12,213</u>	<u>\$ 12,076</u>	<u>\$ 26,863</u>	<u>\$ 23,357</u>
Reconciliation of GAAP to non-GAAP				
Net loss:				
GAAP Net loss	\$ (13,996)	\$ (15,323)	\$ (31,269)	\$ (33,962)
Add: Stock-based compensation expense	1,713	2,48	3,720	9,413
Add: Depreciation and amortization	353	282	680	561
Add: Restructuring	—	—	733	—
Non-GAAP Net loss	<u>\$ (11,930)</u>	<u>\$ (12,593)</u>	<u>\$ (26,136)</u>	<u>\$ (23,988)</u>