
**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)
May 19, 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 8.01. OTHER EVENTS.

On May 19, 2022, Pulse Biosciences, Inc. (the “Company”) issued a press release announcing two changes to the Company’s non-transferable subscription rights offering of units that began on May 4, 2022 (the “Offering”). First, the Offering has been extended until May 26, 2022, at 5:00 p.m., Eastern Time. The term “Expiration Date” in the prospectus supplement, filed on May 4, 2022, relating to the Offering now refers to May 26, 2022. Second, in the same press release, the Company announced a revision to the subscription price per unit in the Offering. The definition of Alternate Price in the Offering has been amended so that the final subscription price per unit will be equal to the lesser of (i) \$3.72 and (ii) the volume weighted average price of the Company’s common stock for the five trading day period through and including May 23, 2022, the original expiration date of the rights offering.

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 May 19, 2022 announcing changes to its rights offering</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: May 19, 2022

Pulse Biosciences, Inc. Announces Changes to its Rights Offering

HAYWARD, Calif. [Business Wire] – May 19, 2022 – Pulse Biosciences, Inc. (Nasdaq: PLSE) (the “Company” or “Pulse Biosciences”), a novel bioelectric medicine company commercializing the CellFX® System Powered by Nano-Pulse Stimulation™ (NPS™) technology, announced today two changes to its current rights offering. First, the Company has extended the expiration date of the rights offering from May 23, 2022 to May 26, 2022, at 5:00 p.m., Eastern Time (the “Expiration Date”). Second, the Company has amended the definition of “Alternate Price” in the rights offering to be the volume weighted average price of Pulse Biosciences common stock for the five trading day period through and including May 23, 2022. The rights offering has been registered with the Securities and Exchange Commission (the “SEC”) and a copy of the prospectus describing the rights offering can be obtained at the SEC’s website at www.SEC.gov. All other terms and conditions of the rights offering remain the same as previously announced by the Company in the prospectus and Form 8-K filed by the Company with the SEC on May 4, 2022.

Pulse Biosciences has received reports that some brokers have imposed internal “cut-off” dates for participating in the rights offering as early as May 19, 2022, the date of the Company’s previously scheduled annual stockholder meeting. Accordingly, the Company’s Board of Directors has decided to extend the Expiration Date by three business days to allow all stockholders additional time through May 26, 2022 at 5:00 p.m., Eastern Time to exercise their subscription rights, subject to each stockholder’s applicable broker cut off date to subscribe. The Board of Directors has also decided to amend the Alternate Price so that stockholders will know the final subscription price before the new Expiration Date.

The subscription rights in the rights offering are non-transferrable and may only be exercised during the subscription period. The subscription period for the rights offering commenced on May 4, 2022. The Company has now extended the Expiration Date for the rights offering to 5:00 p.m., Eastern Time, on Thursday, May 26, 2022. The Subscription Price will now equal the lesser of (i) \$3.72 and (ii) the volume weighted average price of the Company’s common stock for the five trading days through and including May 23, 2022. The amendments to the rights offering does not require those stockholders who have already subscribed to purchase Units under the rights offering to take any further action.

If exercising subscription rights through a broker, dealer, bank or other nominee, or online platform, rights holders should promptly contact their nominee or online platform, and submit subscription documents and payment for the rights subscribed for in accordance with the instructions and within the time period provided by such nominee, or online platform. The broker, dealer, bank, or other nominee will establish a deadline before May 26, 2022, by which time instructions to exercise subscription rights, along with the required subscription payment, must be received. Based upon recent occurrences, stockholders who wish to participate in the rights offering are urged to contact their broker or online trading platform as soon as possible to confirm their deadline and also to determine whether the broker or online trading platform will be charging a transaction fee.

The rights offering is being made pursuant to the Company’s shelf registration statement on Form S-3, which became effective on August 21, 2020, and the prospectus supplement dated May 4, 2022 on file with the SEC containing the detailed terms of the rights offering. Before investing, eligible stockholders should read the prospectus and other documents the Company has filed with the SEC for more complete information about the Company and the rights offering. 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. Any offer will be made only by means of a prospectus forming part of the registration statement.

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.

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 concerning customer adoption and future use of the CellFX System to address a range of dermatologic conditions, statements relating to the effectiveness of the Company's NPS technology and the CellFX System to improve the quality of life for patients, and Pulse Biosciences' expectations, whether stated or implied, regarding its rights offering, financing plans 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.

Contacts:

Investors:

Pulse Biosciences
Sandra Gardiner, EVP and CFO
510.241.1077
IR@pulsebiosciences.com
or
Gilmartin Group
Philip Trip Taylor
415.937.5406
philip@gilmartinir.com

Rights Offering Information, Subscription and Warrant Agent:

Broadridge Corporate Issuer Solutions, Inc.
Attn: BCIS Re-Organization Dept.
P.O. Box 1317
Brentwood, NY 11717-0718
888.789.8409
shareholder@broadridge.com

Media:

Tosk Communications
Nadine D. Tosk
504.453.8344
nadinepr@gmail.com_or
press@pulsebiosciences.com_
