

Mangiardi Vito J
Form 4
February 13, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mangiardi Vito J

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)
12 POINT GALLINAS ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2013

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

SAN RAFAEL, CA 94903

(City) (State) (Zip)

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

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 Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Am or Num of S	
Series J Convertible Preferred Stock	\$ 0.4	02/06/2013	P		73		02/06/2013 ⁽¹⁾	02/06/2016	Common Stock		72.	
Series J Common Stock Warrant	\$ 0.4	02/06/2013	P		72,918		02/06/2016 ⁽³⁾	02/06/2016	Common Stock		72.	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mangiardi Vito J 12 POINT GALLINAS ROAD SAN RAFAEL, CA 94903	X			

Signatures

Richard T. Schumacher,
Attorney-in-Fact

02/13/2013

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).

(1) The terms of Series J Convertible Preferred Stock contain a limitation on conversion which prevents the Reporting Person from converting shares of Series J Convertible Preferred Stock into Shares of Common 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 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 less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

- (2) Pursuant to a certain Securities Purchase Agreement, dated February 6, 2013, among the Company, the Reporting Person and the other purchasers named therein, the Reporting Person purchased 73 "Units" at a purchase price of \$400.00 per Unit. Each Unit consisted of (i) one share of Series J Convertible Preferred Stock, convertible into 1,000 shares of the Company's Common Stock, and (ii) a warrant to purchase 1,000 shares of Common Stock, which warrant is exercisable until February 6, 2016.
- (3) The Series J 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 days prior written notice to the Company. Since the Reporting Person currently beneficially owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims

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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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