

PETERSON JEFFREY N

Form 4

February 15, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETERSON JEFFREY N

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)

1031 SHORELINE DRIVE

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

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

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V Amount (D) Price   |  |  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|                                       |                              |   |   |                        |  |  |  |

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| (Instr. 3)                                    | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                           |                    |                 |  |                         |  |
|---|------------------------------------|------------------|------------|--|--------|-----|---------------------------|--------------------|-----------------|--|-------------------------|--|
|   |                                    |                  | Code       | V  | (A)    | (D) | Date Exercisable          | Expiration<br>Date | Title           |  | Am<br>or<br>Nun<br>of S |  |
| Series J<br>Convertible<br>Preferred<br>Stock | \$ 0.4                             | 02/06/2013       | P          |  | 81     |     | 02/06/2013 <sup>(1)</sup> | 02/06/2016         | Common<br>Stock |  | 81.                     |  |
| Series J<br>Common<br>Stock<br>Warrant        | \$ 0.4                             | 02/06/2013       | P          |  | 81,155 |     | 02/06/2013 <sup>(3)</sup> | 02/06/2016         | Common<br>Stock |  | 81.                     |  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PETERSON JEFFREY N<br>1031 SHORELINE DRIVE<br>SAN MATEO, CA 94404 |               | X         |         |       |

## Signatures

Richard T. Schumacher,  
Attorney-in-Fact

02/15/2013

\_\_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).

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.

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 81 "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 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 beneficial

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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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