

PURE BIOSCIENCE, INC.
Form 10-Q/A
December 22, 2011
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED OCTOBER 31, 2011

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
AND EXCHANGE ACT OF 1934

Commission File Number 0-21019

Pure Bioscience, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

33-0530289
(I.R.S. Employer Identification No.)

1725 Gillespie Way
El Cajon, California
(Address of principal executive offices)

92020
(Zip Code)

Registrant's telephone number, including area code: (619) 596-8600

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of December 13, 2011, there were 41,521,750 shares of the registrant’s common stock, \$0.01 par value per share, outstanding.

Explanatory Note

The sole purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q for the period ended October 31, 2011, or the Form 10-Q, of Pure Bioscience, Inc., or the Company, as filed with the Securities and Exchange Commission, or the SEC, on December 15, 2011, is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 provides the financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q does not reflect events that may have occurred subsequent to the original filing date of the Form 10-Q and does not modify or update in any way disclosures made in the Form 10-Q as originally filed.

Pursuant to Rule 406T of Regulation S-T, the interactive data files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Item 6. Exhibits

The following Exhibits are filed as part of this report pursuant to Item 601 of Regulation S-K:

- 10.1 * Employment Agreement by and between Pure Bioscience, Inc. and Craig Johnson, dated October 26, 2011 (Incorporated by reference to Exhibit 10.8 of the Company's Annual Report on Form 10-K filed with the SEC on October 31, 2011)
- 10.2 * Form of Indemnification Agreement (Incorporated by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K filed with the SEC on October 31, 2011)
- 10.3 * Amendment to Amended and Restated Employment Agreement by and between Pure Bioscience, Inc. and Michael L. Krall, dated October 26, 2011 (Incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K filed with the SEC on October 31, 2011)
- 10.4 * Amendment to Employment Agreement by and between Pure Bioscience, Inc. and Donna Singer, dated October 26, 2011 (Incorporated by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K filed with the SEC on October 31, 2011)
- 10.5 * Purchase Agreement, dated December 14, 2011, by and between Pure Bioscience, Inc. and Lincoln Park Capital Fund, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on December 15, 2011)
- 10.6 * Purchase Agreement, dated December 15, 2011, by and between Pure Bioscience, Inc. and Lincoln Park Capital Fund, LLC (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on December 15, 2011)
- 10.7 * Registration Rights Agreement, dated December 15, 2011, by and between Pure Bioscience, Inc. and Lincoln Park Capital Fund, LLC (Incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on December 15, 2011)
- 10.8 * Engagement Letter, dated December 8, 2011, by and between Pure Bioscience, Inc. and Wharton Capital Markets LLC (Incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed with the SEC on December 15, 2011)
- 31.1 * Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Incorporated by reference to Exhibit 31.1 of the Company's Quarterly Report on Form 10-Q filed with the SEC on December 15, 2011)
- 31.2 * Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Incorporated by reference to Exhibit 31.2 of the Company's Quarterly Report on Form 10-Q filed with the SEC on December 15, 2011)
- 32.1 * Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Incorporated by reference to Exhibit 32.1 of the Company's Quarterly Report on Form 10-Q filed with the SEC on December 15, 2011)
- 32.2 * Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Incorporated by reference to Exhibit 32.2 of the Company's Quarterly Report on Form 10-Q filed with the SEC on December 15, 2011)
- 101 † The following materials from the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at October 31, 2011 and July 31, 2011; (ii) Consolidated Statements of Operations for the three months ended October 31, 2010 and 2011; (iii) Consolidated Statements of Cash Flows for the three months ended October 31, 2010 and 2011; and (iv) Notes to Consolidated Financial Statements, tagged as block of text.

* Previously included or incorporated by reference in the Company's Quarterly Report on Form 10-Q for the period ended October 31, 2011, filed with the SEC on December 15, 2011.

† Filed herewith.

Signatures

Pursuant to the requirement 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.

PURE BIOSCIENCE, INC.

Date: December 22, 2011

By: /s/ MICHAEL L. KRALL
Michael L. Krall, President / Chief Executive
Officer
(Principal Executive Officer)

Date: December 22, 2011

By: /s/ CRAIG A. JOHNSON
Craig A. Johnson, Chief Financial Officer
(Principal Financial and Accounting Officer)