

PROVECTUS PHARMACEUTICALS INC

Form 424B3

May 10, 2013

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PROSPECTUS SUPPLEMENT NO. 1

Filed pursuant to Rule 424(b)(3)

(to Prospectus dated April 16, 2013)

Registration No. 333-187803

PROVECTUS PHARMACEUTICALS, INC.

8,453,941 Shares of Common Stock

This prospectus supplement relates to the prospectus dated April 16, 2013, which permits the resale of the following securities by the selling securityholders identified in the prospectus, as amended and supplemented from time to time:

3,400,001 shares of common stock issuable upon conversion of the Series A 8% Convertible Preferred Stock sold in our February 22, 2013 offering;

4,250,000 shares of common stock issuable upon exercise of the warrants sold in our February 22, 2013 offering which may be exercised at a price of \$1.00 per share; and

an estimated 803,940 shares of common stock issuable in lieu of the cash payment of dividends on the Series A 8% Convertible Preferred Stock sold in our February 22, 2013 offering payable through February 22, 2016.

We will pay the expenses of registering the shares, but we are not selling any shares of common stock in this offering and therefore will not receive any proceeds from this offering. We will, however, receive the exercise price of the warrants if and when the warrants are exercised for cash by the securityholders.

This prospectus supplement is being filed to update, amend, and supplement the information previously included in the prospectus with the information contained in our Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2013 (the "10-Q"). Accordingly, we have attached the 10-Q to this prospectus supplement. You should read this prospectus supplement together with the prospectus, which is to be delivered with this prospectus supplement.

Our common stock is quoted on the OTCQB under the symbol PVCT. On May 7, 2013, the last reported sale price of our common stock was \$0.65 per share.

Investing in our common stock involves risk. See Risk Factors beginning on page 4 of the prospectus to read about factors you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the prospectus or this prospectus supplement. Any representation to the contrary is a criminal

offense.

The date of this prospectus supplement is May 9, 2013.

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2013

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

For the transition period from to

Commission file number 000-09410

PROVECTUS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

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Nevada
(State or other jurisdiction of
incorporation or organization)

90-0031917
(I.R.S. Employer
Identification No.)

7327 Oak Ridge Highway, Suite A,
Knoxville, Tennessee
(Address of principal executive offices)

37931
(Zip Code)

866-594-5999
(Registrant's telephone number, including area code)

N/A

Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

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 (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The number of shares outstanding of the registrant's common stock, par value \$.001 per share, as of April 30, 2013 was 126,397,398. The number of shares outstanding of the issuer's 8% convertible preferred stock, par value \$.001 per share, as of April 30, 2013 was 1,481,665. The number of shares outstanding of the issuer's Series A 8% convertible preferred stock, par value \$.001 per share, as of April 30, 2013 was 3,400,001.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements as defined under U.S. federal securities laws. These statements reflect management's current knowledge, assumptions, beliefs, estimates, and expectations and express management's current views of future performance, results, and trends and may be identified by their use of terms such as anticipate, believe, could, estimate, expect, intend, plan, predict, project, will, and other similar terms. Forward-looking statements are subject to a number of risks and uncertainties that could cause our actual results to materially differ from those described in the forward-looking statements. Readers should not place undue reliance on forward-looking statements. Such statements are made as of the date of this Quarterly Report on Form 10-Q, and we undertake no obligation to update such statements after this date.

Risks and uncertainties that could cause our actual results to materially differ from those described in forward-looking statements include those discussed in our filings with the Securities and Exchange Commission (including those described in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012, and elsewhere in this Quarterly Report on Form 10-Q), and the following:

our ability to license our dermatology drug product candidate, PH-10, on the basis of our Phase 2 atopic dermatitis and psoriasis results, which are in the process of being further developed;

our determination, based on guidance of the FDA, whether to proceed with or without a partner with a Phase 3 trial of PV-10 to treat metastatic melanoma and the costs associated with such a trial, and whether Breakthrough Therapy Designation acceptance is viable;

our determination whether to license PV-10, our metastatic melanoma drug product candidate, and other solid tumors such as liver cancer, if such licensure is appropriate considering the timing and structure of such a license, or to commercialize PV-10 on our own to treat metastatic melanoma and other solid tumors such as liver cancer; and

our ability to raise additional capital if we determine to commercialize PH-10 and/or PV-10 on our own, although our expectation is to be acquired by a prospective pharmaceutical or biotech concern prior to commercialization.

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PROVECTUS PHARMACEUTICALS, INC.

(A Development-Stage Company)

CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2013 (Unaudited)	December 31, 2012
Assets		
Current Assets		
Cash and cash equivalents	\$ 4,318,150	\$ 1,221,701
Prepaid expenses and other current assets	140,784	
Total Current Assets	4,458,934	1,221,701
Equipment and furnishings, less accumulated depreciation of \$424,515 and \$422,965	28,279	29,829
Patents, net of amortization of \$6,957,277 and \$6,789,497, respectively	4,758,168	4,925,948
Other assets	27,000	27,000
	\$ 9,272,381	\$ 6,204,478
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable - trade	\$ 49,891	\$ 243,435
Accrued compensation and payroll taxes	79,635	
Accrued consulting expense	61,282	61,283
Other accrued expenses	103,932	206,706
Total Current Liabilities	294,740	511,424
Long-Term Liability		
Warrant liability	3,521,030	1,299,570
Total Liabilities	3,815,770	1,810,994
Stockholders' Equity		
Preferred stock; par value \$.001 per share; 25,000,000 shares authorized including; 8% convertible preferred stock, 1,885,185 and 2,478,185 shares issued and outstanding, respectively, liquidation preference \$0.75 (in aggregate \$1,435,810 and \$1,896,117, respectively); Series A 8% convertible preferred stock, 3,400,001 shares issued and outstanding in 2013, liquidation preference \$0.75 (in aggregate \$2,579,064)	5,285	2,478
Common stock; par value \$.001 per share; 200,000,000 authorized; 124,550,960 and 118,427,925 shares issued and outstanding, respectively	124,551	118,428
Paid-in capital	127,850,033	122,625,654
Deficit accumulated during the development stage	(122,523,258)	(118,353,076)
Total Stockholders' Equity	5,456,611	4,393,484
	\$ 9,272,381	\$ 6,204,478

See accompanying notes to condensed consolidated financial statements.

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PROVECTUS PHARMACEUTICALS, INC.

(A Development-Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012	Cumulative Amounts from January 17, 2002 (Inception) Through March 31, 2013
Revenues			
OTC product revenue	\$	\$	\$ 25,648
Medical device revenue			14,109
Total revenues			39,757
Cost of sales			15,216
Gross profit			24,541
Operating expenses			
Research and development	740,516	1,565,433	43,839,369
General and administrative	2,338,403	2,471,721	68,524,292
Amortization	167,780	167,780	6,957,277
Total operating loss	(3,246,699)	(4,204,934)	(119,296,397)
Gain on sale of fixed assets			55,075
Loss on extinguishment of debt			(825,867)
Investment income	27	520	653,244
(Loss) gain on change in fair value of warrant liability	(923,510)	(263,164)	4,988,691
Net interest expense			(8,098,004)
Net loss	(4,170,182)	(4,467,578)	(122,523,258)
Dividends on preferred stock	(1,076,934)	(50,631)	(11,914,996)
Net loss applicable to common shareholders	\$ (5,247,116)	\$ (4,518,209)	\$ (134,438,254)
Basic and diluted loss per common share	\$ (0.04)	\$ (0.04)	
Weighted average number of common shares outstanding basic and diluted	120,702,172	110,775,171	

See accompanying notes to condensed consolidated financial statements.

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PROVECTUS PHARMACEUTICALS, INC.

(A Development-Stage Company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(Unaudited)

	Preferred Stock		Common Stock		Paid in capital	Accumulated Deficit	Total
	Number of Shares	Par Value	Number of Shares	Par Value			
Balance, at January 17, 2002		\$		\$	\$	\$	\$
Issuance to founding shareholders			6,000,000	6,000	(6,000)		
Sale of stock			50,000	50	24,950		25,000
Issuance of stock to employees			510,000	510	931,490		932,000
Issuance of stock for services			120,000	120	359,880		360,000
Net loss for the period from January 17, 2002 (inception) to April 23, 2002 (date of reverse merger)						(1,316,198)	(1,316,198)
Balance, at April 23, 2002		\$	6,680,000	\$ 6,680	\$ 1,310,320	\$ (1,316,198)	\$ 802
Shares issued in reverse merger			265,763	266	(3,911)		(3,645)
Issuance of stock for services			1,900,000	1,900	5,142,100		5,144,000
Purchase and retirement of stock			(400,000)	(400)	(47,600)		(48,000)
Stock issued for acquisition of Valley Pharmaceuticals							