PRESSURE BIOSCIENCES INC

Form 4

November 14, 2014

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHUMACHER RICHARD T

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PRESSURE BIOSCIENCES INC

(Check all applicable)

[PBIO]

(Last) (First) (Middle)

(Street)

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

_X__ Director 10% Owner X_ Officer (give title Other (specify below) below)

11/12/2014

6. Individual or Joint/Group Filing(Check

CEO

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

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

TAUNTON, MA 02780

130 LAKE RIDGE DRIVE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Security or Exercise Code of (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	rities aired or osed O) r. 3,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series K Convertible Preferred Stock	\$ 0.25	11/12/2014		P		20		11/12/2014(1)	11/12/2015	Common Stock	20,000
Series K Common Stock Purchase Warrant	\$ 0.3125	11/12/2014		P		20		11/12/2014(3)	11/12/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
SCHUMACHER RICHARD T 130 LAKE RIDGE DRIVE TAUNTON, MA 02780	X		CEO			

Signatures

/s/ Richard T. Schumacher 11/14/2014

**Signature of Reporting

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** 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 the Series K Convertible Preferred Stock contain a limitation on conversion which prevents the Reporting Person from converting shares of Series K Convertible Preferred 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

- (1) 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 more than 4.99% but less than 9.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 9.99% 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 November 12, 2014 among the Company, the Reporting Person, and the other purchasers named therein, the Reporting Person purchased 20 "Units" at a purchase price of \$250 per Unit. Each Unit consisted of (i) one share of Series K Convertible Preferred Stock, convertible into 1,000 shares of the Company's Common Stock, and (ii) a warrant to purchase 500 shares of Common Stock, which warrant is exercisable until November 12, 2017.

Reporting Owners 2

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- The Series K 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
- (3) days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 4.99% but less than 9.99% of the outstanding shares of Common Stock, the exercise limitation that applies to the Reporting Person is the 9.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.