

Edgar Filing: PRESSURE BIOSCIENCES INC - Form 8-K

PRESSURE BIOSCIENCES INC
Form 8-K
August 10, 2005

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

FORM 8-K

Current Report Pursuant
to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 8, 2005

PRESSURE BIOSCIENCES, INC.

(Exact Name Of Registrant As Specified In Its Charter)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation)

0-21615

(Commission File Number)

04-2652826

(I.R.S. Employer Identification No.)

321 Manley Street, West Bridgewater, MA

(Address of Principal Executive Offices)

02379

(Zip Code)

(508) 580-1818

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the

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Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On August 9, 2005, Pressure BioSciences, Inc. announced that it had sold 232,792 shares of common stock of VI Technologies, Inc. ("Vitex") in open market transactions during the period July 19, 2005 through August 3, 2005, for approximately \$1,771,000 in cash proceeds, net of charges and commission.

The shares of Vitex common stock which were sold represent a portion of the 860,982 shares of Vitex common stock the Company received in March 2005 in connection with the merger between Vitex and Panacos Phamaceuticals, an antiviral drug discovery and development company. The Company continues to hold an additional 628,190 shares of Vitex, and may receive an additional 151,938 shares that are being held in escrow until September 2006 to fund any indemnification claims pursuant to the terms of a merger agreement between Vitex and Panacos Pharmaceuticals.

In late 1999, the Company founded Panacos Pharmaceuticals based on anti-viral technology the Company had been developing since 1992. In November 2000, the Company spun-off a majority of its ownership interest in Panacos Pharmaceuticals to two venture capital firms and retained a passive ownership interest in Panacos.

The Company's press release announcing the above-described transactions is attached hereto as Exhibit 99.1 and is hereby incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information

PRESSURE BIOSCIENCES INC. UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET AS OF MARCH 31, 2005	CONSOLIDATED PRESSURE BIOSCIENCES INC. AS REPORTED MARCH 31, 2005	ADJUSTMENT TO REFLECT SALE OF 232,792 VITX SHARES AS OF MARCH 31, 2005	ADJ TO EFF TAX L ASSOCI SHAR (N
ASSETS	-----	(NOTE 1) -----	-----
CURRENT ASSETS:			
Cash and cash equivalents	\$ 4,761,473	\$ 1,771,533	\$
Restricted cash	101,083	--	
Accounts receivable, net of allowances of \$138,147	71,945	--	
Inventories (net)	308,239	--	
Investment in marketable securities	2,275		
Prepaid expenses and other current assets	3,414	--	
Total current assets	----- 5,248,429	----- 1,771,533	-----
Property and equipment, net	----- 42,517	----- --	-----
OTHER ASSETS:			
Intangible assets, net	462,030	--	

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Assets transferred under contractual arrangement	1,404,691		
Escrow deposit related to sale of assets to Seracare	1,103,834		
Income tax receivable	197,335		
Investments in marketable securities	3,059,018	(700,515)	
	-----	-----	-----
Total other assets	6,226,908	(700,515)	
	-----	-----	-----
TOTAL ASSETS	\$ 11,517,854	\$ 1,071,018	\$
	=====	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable	\$ 126,986	\$ --	\$
Accrued employee compensation	41,851		
Accrued legal / audit	121,994		
Accrued Seracare liabilities	153,269		
Other accrued expenses	102,660		
Income taxes payable	175,011	--	
Liabilities related to discontinued operations	81,747		
	-----	-----	-----
Total current liabilities	803,518	--	
LONG-TERM LIABILITIES:			
Liabilities from discontinued operations	34,000	--	
Deferred tax liability	951,233	(217,619)	
Liabilities transferred under contractual arrangement	943,218	--	
	-----	-----	-----
Total Long Term Liabilities	1,928,451	(217,619)	
	-----	-----	-----
Total liabilities	2,731,970	(217,619)	
	-----	-----	-----
STOCKHOLDERS' EQUITY:			
Common stock, \$.01 par value; 20,000,000 shares authorized, 2,424,189 outstanding at March 31, 2005	24,241	--	
Additional paid-in capital	6,027,020	--	
Loan receivable and accrued interest from Director / CEO	(1,152,206)	--	
Accumulated other comprehensive income	2,098,608	(480,581)	
Retained Earnings	1,788,221	1,769,219	
	-----	-----	-----
Total stockholders' equity	8,785,884	1,288,638	
	-----	-----	-----
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 11,517,854	\$ 1,071,019	\$
	=====	=====	=====

FOOTNOTES:

The pro forma adjustments to the unaudited pro forma condensed consolidated financial statements assume these transactions occurred on March 31, 2005 as follows:

1. Adjustment to reflect sale of 232,792 shares of VI Technologies shares sold at average price of approximately \$7.60 per share net of expenses

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2. Establish current tax liability related to the shares sold. Tax basis per share approximately \$0.775.

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PRESSURE BIOSCIENCES INC. UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE QUARTER ENDED MARCH 31, 2005	CONSOLIDATED PRESSURE BIOSCIENCES INC. AS REPORTED MARCH 31, 2005	ADJUSTMENT TO REFLECT SALE OF 232,792 VITX SHARES (NOTE 1)	ADJ TO EFF TAX L ASSOCI SHAR (N
ASSETS	-----	-----	-----
REVENUE:			
PCT Products, services, other	\$ 2,630	--	\$
Grant Revenues	--	--	
	-----	-----	-----
Total revenue	2,630	--	
	-----	-----	-----
COSTS AND EXPENSES:			
Cost of PCT products and services	6,521	--	
Research and development	103,028	--	
Selling and marketing	15,260	--	
General and administrative	308,888	--	
	-----	-----	-----
Total operating costs and expenses	433,697	--	
	-----	-----	-----
Operating income (loss)	(431,067)	--	
Other operating credits and (charges) net,	(235,352)	--	
Net Interest Expense (income)	78,932	--	
	-----	-----	-----
Loss from continuing operations before income taxes	(587,487)	--	
Realized gain on sale of VI Technolgies investment (net of expenses)	--	1,769,219	
Income tax benefit / (provision)	199,746		
	-----	-----	-----
Income / (loss) from continuing operations	\$ (387,741)	\$ 1,769,219	\$
Discontinued operations :			
Income from discontinued operations (net of income tax benefit of \$2,411)	\$ 4,679	\$ --	\$
Net loss	\$ (383,062)	\$ 1,769,219	\$
Loss per share from continuing operations basic & diluted	\$ (0.08)		
Income per share from discontinued	\$ 0.00		

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operations, basic & diluted

Net loss per share, basic & diluted	\$	(0.08)
Weighted average number of shares used to calculate per share (loss) / income		4,649,052

NOTES:

The pro forma adjustments to the unaudited pro forma condensed consolidated financial statements assume these transactions occurred on January 1, 2005.

1. Reflect sale of 232,792 shares of VI Technologies shares sold at average price of approximately \$7.60 per share net of expenses.

2. Establish tax liability related to the shares sold. Tax basis per share approximately \$0.775 per share.

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PRESSURE BIOSCIENCES INC. UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2004	CONSOLIDATED PRESSURE BIOSCIENCES INC. AS REPORTED DECEMBER 31, 2004	ADJUSTMENT TO REFLECT SALE OF 232,792 VITX SHARES (NOTE 1)	T S
	-----	-----	-----
REVENUE:			
Grant Revenues	\$ 393,306	\$ --	
PCT Products, services, other	19,310	--	
All Other	--		
	-----	-----	-----
Total revenue	412,616	--	
	-----	-----	-----
COSTS AND EXPENSES:			
Cost of products & services	183,579	--	
Cost of services	388,744	--	
Research and development	419,936	--	
Acquired research and development		--	
Selling and marketing	194,612		
General and administrative	1,617,976	--	
Stock based compensation	--		
	-----	-----	-----
Total operating costs and expenses	2,804,847	--	
	-----	-----	-----
Operating loss from continuing operations	(2,392,231)	--	
Other operating credits and (charges) net,	(442,611)	--	
Net interest income / (expense)	151,576	1,769,219	
	-----	-----	-----
Loss from continuing operations before income taxes	(2,683,266)		

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Realized gain on sale of VI Technologies investment (net of expenses)			1,769,219	
Income tax benefit / (provision)	941,350	\$	--	
Loss from continuing operations	(1,741,916)		1,769,219	
Discontinued operations:				
Income / (loss) from discontinued operations (net of income tax benefit of \$58,467)	(113,196)			
Gain on sale of net assets related to discontinued operations (net of income taxes of \$4,354,809 in 2004)	\$ 14,567,697			
Net income from discontinued operations	14,454,501			
Net income / (loss)	\$ 12,712,585	\$	1,769,219	\$
Loss per share from continuing operations basic & diluted	\$ (0.25)			
Income per share from discontinued operations, basic & diluted	\$ 2.11			
Net income / (loss) per share, basic & diluted	\$ 1.86			
Weighted average number of shares used to calculate per share income / (loss) per share	6,850,380			

NOTES:

The pro forma adjustments to the unaudited pro forma condensed consolidated financial statements assume these transactions occurred on January 1, 2004.

1. Reflect sale of 232,792 shares of VI Technolgies sold at average price of approximately \$7.60 per share net of expenses.
2. Establish tax liability related to the shares sold. Tax basis per share approximately \$0.775 per share.

(c) Exhibits

Exhibit Number	Exhibit Description
-----	-----

99.1	Press Release dated August 9, 2005
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934,

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the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 10, 2005

PRESSURE BIOSCIENCES, INC.

By: /s/ RICHARD T. SCHUMACHER

Richard T. Schumacher, President and Chief
Executive Officer

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Exhibit Index

Exhibit
Number

Exhibit Description

99.1

Press Release dated August 9, 2005

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