

PROVECTUS BIOPHARMACEUTICALS, INC.
Form 8-K
July 30, 2018

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): **July 26, 2018**

PROVECTUS BIOPHARMACEUTICALS, INC.

(Exact name of registrant as specified in charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-36457 | 90-0031917 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

10025 Investment Drive, Suite 250, Knoxville,

Tennessee 37932

(Address of Principal Executive Offices) (Zip Code)

(866) 594-5999

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On July 26, 2018, Provectus Biopharmaceuticals, Inc. (the “Company”) issued a secured convertible promissory note in favor of Ed Pershing (“Pershing”), Chair of the Company’s Board of Directors, in the original principal amount of \$200,000 (“Pershing’s PRH Note”). The terms of Pershing’s PRH Note are substantially identical to the terms of the notes the Company issued to a group of the Company’s stockholders (the “PRH Group”) pursuant to that certain Definitive Financing Commitment Term Sheet by and between the Company and the PRH Group, effective as of March 19, 2017 (individually, a “PRH Note,” and collectively, the “PRH Notes”). The terms of the PRH Notes were disclosed in the Company’s Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on April 4, 2017. The foregoing description of Pershing’s PRH Note does not purport to be complete and is qualified in its entirety by reference to Pershing’s PRH Note, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information disclosed in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 10.1 | <u>Secured Convertible Promissory Note between the Company and Edward V. Pershing, dated July 26, 2018</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 30, 2018

**PROVECTUS
BIOPHARMACEUTICALS,
INC.**

By: */s/ Timothy C. Scott*
Timothy C. Scott
President

