

PURE BIOSCIENCE, INC.
Form PRER14A
July 06, 2012

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

PURE BIOSCIENCE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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 - (3) Filing Party:
 - (4) Date Filed:
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PRELIMINARY COPY – SUBJECT TO COMPLETION, DATED JULY 6, 2012

PURE BIOSCIENCE, INC.

1725 Gillespie Way
El Cajon, California 92020
(619) 596-8600

July 6, 2012

To our Stockholders,

I am pleased to invite you to attend the 2012 Annual Meeting of Stockholders, or the “Annual Meeting”, of Pure Bioscience, Inc., or the “Company”, to be held at the Doubletree Hotel Mission Valley, 7450 Hazard Center Drive, San Diego, California 92108 on July 25, 2012 at 2:00 p.m., Pacific Time. The business to be conducted at the meeting is set forth in the formal notice of annual meeting of stockholders and proxy statement that accompany this letter.

It is important that your shares be represented at the Annual Meeting, regardless of how many you hold. Whether or not you expect to attend the meeting in person, we urge you to vote as promptly as possible by telephone or by Internet by following the instructions on the enclosed BLUE proxy card or by signing, dating and returning the BLUE proxy card in the postage-paid envelope provided. If your shares are held in the name of a brokerage firm, bank, or nominee, only they can vote your shares, and only after receipt of your specific instructions. Accordingly, please return any voting instructions form provided by your bank or broker or contact the person responsible for your account and give instructions for such shares to be voted for the nominees of our Board of Directors, as set forth in the proxy statement that accompanies this letter. Promptly voting your shares will save the Company the expense of additional solicitations. As described in the accompanying proxy statement, submitting your vote using the BLUE proxy card will not prevent you from voting your shares at the Annual Meeting if you desire to do so, as your proxy is revocable at your option.

YOUR PARTICIPATION AT THE ANNUAL MEETING IS CRITICAL. A solicitation of proxies in favor of an opposing slate of six nominees for election as directors at the upcoming annual meeting is being made by The Coalition to Save Pure (“the Coalition”), which consists of Jeffrey P. Bash, Theodore J. Coburn, C. James Jensen, Dr. Martin Kassir, Thomas J. Reynolds, John P. Rochon and Richmond Corporation. Richmond Corporation and its affiliates controlled by Mr. Rochon are currently in litigation against us. As of June 26, 2012, the Coalition owned approximately 0.6% of our outstanding common stock. We strongly urge you to vote FOR the nominees proposed by our Board of Directors by using the enclosed BLUE proxy card and NOT to vote your shares using any proxy card you may receive from the Coalition. Even if you sign a proxy card sent to you by the Coalition, you have the right to change your vote by subsequently submitting the enclosed BLUE proxy card. Only the latest dated proxy card you vote will be counted.

Your vote is very important to the future of the Company. We appreciate your support and look forward to seeing you at the Annual Meeting. If you have any questions or require any assistance with voting your shares, please contact:

Alliance Advisors, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, NJ 07003
877-777-5603
(Banks and brokers please call: 973-873-7710)

Sincerely,

Michael L. Krall
President, Chief Executive Officer

PURE BIOSCIENCE, INC.
1725 Gillespie Way
El Cajon, California 92020
(619) 596-8600

PROXY STATEMENT

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held July 25, 2012

To the Stockholders of Pure Bioscience, Inc.:

Notice hereby is given that the Annual Meeting of Stockholders, or the “Annual Meeting”, of Pure Bioscience, Inc., a Delaware corporation, or the “Company”, will be held at the Doubletree Hotel Mission Valley, 7450 Hazard Center Drive, San Diego, California 92108 on July 25, 2012 at 2:00 p.m., Pacific Time, and at any and all adjournments thereof, for the following purposes:

1. To elect six directors to the Board of Directors who will serve until the Company’s 2013 annual meeting of stockholders and until their successors have been duly elected and qualified;
2. To approve an amendment to the Company’s Certificate of Incorporation to effect a reverse stock split within a range of no less than 1-for-4 or greater than 1-for-10;
3. To ratify the selection of Mayer Hoffman McCann P.C. as the Company’s independent registered public accounting firm for the fiscal year ending July 31, 2012; and
4. To transact such other business as may be properly brought before the Annual Meeting or any postponement or adjournment thereof.

Stockholders of record at the close of business on June 26, 2012 will be entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder for any purpose germane to the Annual Meeting during normal business hours for ten days prior to the date of the Annual Meeting.

The Board of Directors urges each stockholder to read carefully the enclosed proxy statement, which is incorporated herein by reference.

YOUR PARTICIPATION AT THE ANNUAL MEETING IS CRITICAL. A solicitation of proxies in favor of an opposing slate of six nominees for election as directors at the upcoming annual meeting is being made by The Coalition to Save Pure (“the Coalition”), which consists of Jeffrey P. Bash, Theodore J. Coburn, C. James Jensen, Dr. Martin Kassir, Thomas J. Reynolds, John P. Rochon and Richmond Corporation. Richmond Corporation and its affiliates controlled by Mr. Rochon are currently in litigation against us. As of June 26, 2012, the Coalition owned approximately 0.6% of our outstanding common stock. Our Board of Directors recommends a vote FOR the election of each of our nominees pursuant to the instructions on the enclosed BLUE proxy card or, if you do not receive a proxy card, the voting instruction form provided by your bank or broker, and urges you NOT to vote with any proxy card that you may receive from the Coalition. Even if you have previously signed a proxy card sent by the Coalition,

you have the right to change your vote by delivering a subsequent proxy using the enclosed BLUE proxy card or, if you do not receive a proxy card, the voting instruction form provided by your bank or broker. Only the latest dated proxy card or voting instruction form you vote will be counted.

Important Notice Regarding the Availability of Proxy Materials for
Pure Bioscience, Inc.'s Annual Meeting of Stockholders to be held on July 25, 2012.

This Notice of Annual Meeting, the Proxy Statement and the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2011 are available on the Internet at the following website: www.proxyvote.com.

By Order of the Board of Directors

Dennis B. Atchley
Secretary
El Cajon, California
July 6, 2012

PURE BIOSCIENCE, INC.
1725 Gillespie Way
El Cajon, California 92020
(619) 596-8600

PROXY STATEMENT
2012 ANNUAL MEETING OF STOCKHOLDERS
To Be Held On July 25, 2012

General Information

This proxy statement, or the "Proxy Statement", and the enclosed BLUE proxy card are being sent to our stockholders in connection with the solicitation by the Board of Directors of Pure Bioscience Inc., a Delaware corporation, of proxies to be used at its 2012 Annual Meeting of Stockholders, or the "Annual Meeting", to be held at the Doubletree Hotel Mission Valley, 7450 Hazard Center Drive, San Diego, California 92108 on July 25, 2012 at 2:00 p.m., Pacific Time and at any adjournments or postponements thereof. Pure Bioscience, Inc. may be referred to in this Proxy Statement as the "Company", "we", "us" or "our". Stockholders are being asked to vote upon the following proposals:

1. The election of six directors to the Board of Directors;
2. The approval of an amendment to the Company's Certificate of Incorporation to effect a reverse stock split;
3. The ratification of the selection of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2012; and
4. Such other business as may properly come before the Annual Meeting.

These proxy materials are being provided to stockholders on or about July 9, 2012.

YOUR PARTICIPATION AT THE ANNUAL MEETING IS CRITAL. A solicitation of proxies in favor of an opposing slate of six nominees for election as directors at the upcoming annual meeting is being made by The Coalition to Save Pure ("the Coalition"), which consists of Jeffrey P. Bash, Theodore J. Coburn, C. James Jensen, Dr. Martin Kassir, Thomas J. Reynolds, John P. Rochon and Richmont Corporation. Richmont Corporation and its affiliates controlled by Mr. Rochon are currently in litigation against us. As of June 26, 2012, the Coalition owned approximately 0.6% of our outstanding common stock. As further described in this Proxy Statement under Item 1 (Election of Directors), our Board of Directors, or the "Board", believes the Coalition has displayed a lack of understanding of our business and industry and is primarily motivated by its own interests and not those of our stockholders and, consequently, that the election of the Coalition Nominees would not be in the best interests of our stockholders.

The Coalition Nominees are NOT endorsed by our Board. We urge stockholders NOT to use any proxy card that you may receive from the Coalition. Our Board urges you to vote FOR ALL of our nominees for director: Gregory H. Barnhill, Dennis Brovarone, John J. Carbone, MD, Michael L. Krall, Paul V. Maier and Donna Singer.

We are not responsible for the accuracy of any information provided by or relating to the Coalition or the Coalition Nominees contained in any proxy solicitation materials filed or disseminated by or on behalf of the Coalition or any other statements that the Coalition may otherwise make or that may be made on its behalf. The Coalition chooses which stockholders receive its proxy solicitation materials.

About the Annual Meeting

Who is soliciting my vote?

This Proxy Statement and the BLUE proxy card are provided in connection with the solicitation of proxies by our Board of Directors for the Annual Meeting. Proxy materials, including this Proxy Statement and the BLUE proxy card, were filed with the Securities and Exchange Commission, or the “SEC”, on July 6, 2012, and we expect to first make this Proxy Statement available to our stockholders on or about July 9, 2012. Solicitation may be made by directors and officers of the Company, via electronic or regular mail, telephone, facsimile, press releases or personal interview. In addition, we have retained Alliance Advisors, LLC to assist in the distribution and solicitation of proxies. Appendix A sets forth certain information relating to our directors and certain of our officers and employees who are deemed to be “participants” in our solicitation of proxies under the applicable rules of the SEC.

How do I attend the Annual Meeting?

The meeting will be held on at the Doubletree Hotel Mission Valley, 7450 Hazard Center Drive, San Diego, California 92108 on July 25, 2012 at 2:00 p.m., Pacific Time. Directions to the Annual Meeting may be found at the Company's website, www.purebio.com. Information on how to vote in person at the Annual Meeting is discussed below.

On what am I being asked to vote?

You are being asked to vote on the following three matters in connection with the Annual Meeting:

Item 1 (Election of Directors). The election of six directors, who will serve until the Company's 2013 annual meeting of stockholders and until their successors have been duly elected and qualified;

Item 2 (Approval of Amendment to Certificate of Incorporation to Effect Reverse Stock Split). The approval of the amendment of our Certificate of Incorporation to effect a reverse stock split within a range of no less than 1-for-4 or greater than 1-for-10 and consolidate the number of issued and outstanding shares of our common stock; and

Item 3 (Ratification of the Independent Registered Public Accounting Firm). The ratification of the selection of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2012.

What are the Board of Directors' recommendations?

Unless you give other instructions on your BLUE proxy card, the persons named as proxy holders on the BLUE proxy card will vote in accordance with the recommendations of the Board of Directors. As set forth in this Proxy Statement, the Board of Directors recommends a vote "FOR" all of the Board's nominees to be elected as directors, "FOR" the amendment to our Certificate of Incorporation to effect a reverse stock split, and "FOR" the ratification of the selection of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2012.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU DO NOT SIGN OR RETURN OR OTHERWISE CAST A VOTE USING ANY PROXY CARD FURNISHED BY THE COALITION.

With respect to any other matter that properly comes before the Annual Meeting, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, in their own discretion in accordance with their best judgment.

What if another matter is properly brought before the meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on June 26, 2012, or the "Record Date", will be entitled to vote at the Annual Meeting. On the Record Date, there were 54,657,074 shares of common stock outstanding and entitled to vote. Each outstanding share of the Company's common stock is entitled to one vote on each matter that comes before the Annual Meeting.

What is the difference between holding shares as a registered stockholder and as a beneficial owner?

Registered Stockholder / Stockholder of Record: Shares Registered in Your Name. If on the Record Date your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed BLUE proxy card or vote by proxy over the telephone or on the Internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank. If on the Record Date your shares were not held in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account by following the voting instructions provided by your broker or other agent. Due to the contested election of directors, if you do not provide your broker or other agent with instructions on how to vote your shares, your broker or other agent will not be able to vote your shares on any proposal at the Annual Meeting. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker or other agent.

What will happen if I do not vote my shares?

Registered Stockholder / Stockholder of Record. If you are the registered shareholder of your shares and you do not vote by proxy card, by telephone, via the Internet or in person at the Annual Meeting, your shares will not be voted at the Annual Meeting.

Beneficial Owner. If you are the beneficial owner of your shares held in “street name” and you do not provide specific voting instructions to your broker or nominee, your shares will not be voted at the Annual Meeting. Under applicable rules of the Nasdaq Stock Market, your broker or nominee does not have discretion to vote your shares at the Annual Meeting.

How do I vote?

By Mail. Registered stockholders may vote their shares by signing, dating and mailing the enclosed BLUE proxy card using the enclosed postage pre-paid envelope. The Company strongly encourages you, however, to consider using the Internet or telephone voting options described below because these voting methods are faster and less costly than voting by mailing your signed and dated BLUE proxy card to us. If you vote via the Internet or telephone, you do not need to mail your BLUE proxy card.

By Internet. Registered stockholders may vote on the Internet at www.proxyvote.com. Please have your BLUE proxy card in hand when going online and follow the online instructions. Stockholders that vote by Internet must bear all costs associated with electronic access, including Internet access fees. Internet voting is available for registered stockholders at any time until 11:59 p.m., Pacific Time, on July 24, 2012, the day before the Annual Meeting.

By Telephone. Registered stockholders may also vote by telephone by calling 800-690-6903 (toll-free) and using any touch-tone telephone to transmit their votes. Please have your BLUE proxy card in hand when calling and follow the instructions. The control number necessary to vote your shares by telephone can be found on the enclosed BLUE proxy card. Stockholders that vote by telephone must bear all costs associated with calling, including calling or other telephone fees. Telephone voting is available for registered stockholders at any time until 11:59 p.m., Pacific Time, on July 24, 2012, the day before the Annual Meeting.

If your shares are held of record in the name of a bank, broker or other agent you should follow the separate instructions that your bank, broker or other agent provides to you. Although most banks and brokers now offer Internet and telephone voting, availability and specific processes will depend on their voting arrangements.

If you attend the Annual Meeting and wish to vote in person, you may request a ballot when you arrive. Alternatively, if you are a registered stockholder (you own shares in your own name) and you attend the Annual Meeting, you may deliver your signed and dated BLUE proxy card in person. If your shares are held of record in the name of your bank, broker or other agent and you would like to vote in person at the Annual Meeting, you must bring to the Annual Meeting a letter from your bank, broker or other agent indicating that you were the beneficial owner of the Company shares on the Record Date and have been granted a proxy by the your bank, broker or agent to vote the shares.

Can I change my vote after I return my proxy card?

After you have submitted your proxy, you may change your vote at any time before the proxy is exercised by submitting to the Secretary of the Company either a written notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders with respect to your shares will be suspended if you attend the Annual Meeting and so request to the Secretary of the Company and/or vote in person, although attendance at the Annual Meeting will not by itself revoke a previously granted proxy. If you voted by telephone or the Internet and wish to change your vote, you may call the toll-free number or go to the Internet site, as may be applicable in the case of your

earlier vote, and follow the directions for changing your vote.

What does it mean if I receive more than one BLUE proxy card or BLUE voting instruction form?

If your shares are registered in more than one name or are held in more than one account, you will receive more than one BLUE proxy card or BLUE voting instruction form. Please sign, date and return all of the BLUE proxy cards or BLUE voting instruction forms that you receive (or vote by telephone or the Internet all of the shares on all of the BLUE proxy cards or BLUE voting instruction forms received) to ensure that all of your shares are voted.

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As previously noted, the Coalition is soliciting proxies to elect its own slate of six nominees for election as directors at the Annual Meeting. As a result, you may receive proxy cards from both the Coalition and the Company. To ensure that stockholders have the Company's latest proxy information and materials to vote, our Board of Directors may conduct multiple mailings prior to the date of the Annual Meeting, each of which will include a BLUE proxy card regardless of whether or not you have previously voted. Only the latest dated proxy card you vote will be counted.

How may I obtain assistance in voting, completing my BLUE proxy card or with other questions regarding the Annual Meeting?

If you need assistance in voting by telephone or over the Internet or completing your BLUE proxy card or have questions regarding the Annual Meeting, please contact:

Alliance Advisors, LLC

200 Broadacres Drive, 3rd Floor

Bloomfield, NJ 07003

877-777-5603

(Banks and brokers please call: 973-873-7710)

What should I do if I receive a proxy card from the Coalition?

The Coalition is soliciting proxies in support of its nominees. Our Board of Directors recommends that you do NOT sign or return or otherwise cast a vote using any proxy card furnished by the Coalition. You are not required to respond to any materials provided to you by the Coalition and may choose to simply ignore them. Even a vote against the Coalition's nominees using its card will revoke any previous proxy given to the Company. If you have already sent a proxy card to the Coalition, you may revoke it and provide your support to the Board's six director nominees and our other proposals in this Proxy Statement by delivering a subsequent proxy by signing, dating and returning the enclosed BLUE proxy card in the enclosed postage prepaid envelope or using the Internet or telephone voting options described in this Proxy Statement and the enclosed BLUE proxy card. Only the latest dated proxy card you vote will be counted.

How many votes must be present to hold the Annual Meeting?

A majority of the votes eligible to be cast at the Annual Meeting by holders of our common stock represented in person or by proxy is required for a quorum. Under Delaware law, shares represented by proxies that reflect abstentions or "broker non-votes" will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. As of the Record Date, 54,657,074 shares of common stock of the Company were outstanding.

In order for us to determine that enough votes will be present to hold the Annual Meeting, we urge you to vote by submitting the BLUE proxy card or, if you do not receive a proxy card, the voting instruction form provided by your bank or broker, even if you plan to attend the meeting.

What vote is required to approve each item?

Item 1 (Election of Directors). Only six directors may be elected at the Annual Meeting. Directors will be elected by an affirmative vote of a plurality of the shares of common stock present and entitled to vote, in person or by proxy, at the Annual Meeting. The nominees receiving the six highest numbers of votes will become directors. The Company's Certificate of Incorporation does not provide for cumulative voting. Abstentions will have no effect on the election of directors because they will not represent votes cast for the purpose of voting on the matter. Broker non-votes occur when a person holding shares through a bank or brokerage account does not provide instructions as to how his or her shares should be voted, and the broker either does not exercise, or is not permitted to exercise, discretion to vote those

shares on a particular matter. Brokers may not exercise discretion to vote shares as to which instructions are not given with respect to the election of directors at the Annual Meeting, and therefore, broker non-votes will have no impact on the election of directors.

Item 2 (Approval of Amendment to Certificate of Incorporation to Effect Reverse Stock Split). The proposal to authorize the amendment of the Company's Certificate of Incorporation in order to effect a reverse stock split within a range of no less than 1-for-4 or greater than 1-for-10 will be approved if the holders of a majority of the outstanding shares of our common stock affirmatively vote to approve such proposal. Each outstanding share will be entitled to one vote. Abstentions will have the same effect as a vote against this proposal. Brokers may not exercise discretion to vote shares as to which instructions are not given with respect to this item, and therefore, broker non-votes will also have the same effect as a vote against this proposal.

Item 3 (Ratification of the Independent Registered Public Accounting Firm). The proposal to ratify the selection of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2012 will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast against the proposal. Each outstanding share will be entitled to one vote. Abstentions will have no effect on this matter because they will not represent votes cast for the purpose of voting on this proposal. Due to the contested election of directors, brokers may not exercise discretion to vote shares as to which instructions are not given with respect to this item, and therefore, broker non-votes will have no impact on the ratification of the Company's independent registered public accounting firm.

Please note that brokers may not use discretionary authority to vote shares on any proposal to be voted on at the Annual Meeting if they have not received instructions from their clients. As a result, if your shares are held of record by your broker, bank, or other holder and you do not provide instructions as to how your shares are to be voted in the election of directors, the approval of the amendment to the Company's Certificate of Incorporation to effect a reverse stock split, or the ratification of the Company's independent registered public accounting firm, your broker, bank, or other holder of record will not be able to vote your shares on any of those proposals. We urge you to provide instructions to your broker, bank, or other holder of record so that your votes may be counted on these important matters, especially the election of directors and the approval of the amendment to our Certificate of Incorporation to effect a reverse stock split. We urge you to vote your shares by following the instructions provided in these proxy materials or the voting instruction form provided by your broker, bank, or other holder of record to ensure that your shares are voted on your behalf. Please vote your proxy so your vote can be counted.

Proxies and ballots will be received and tabulated by an inspector of election for the Annual Meeting. The inspector of elections has not yet been determined, and will be appointed by the Chairman of the Annual Meeting.

Who will bear the cost of soliciting votes for the Annual Meeting?

The Company is bearing the cost of providing this Proxy Statement and the enclosed BLUE proxy card in connection with the solicitation of proxies on behalf of our Board of Directors. The Company does not expect to pay any additional compensation to any of our directors or officers for the solicitation of proxies. We will reimburse brokers, nominees and similar record holders for reasonable expenses incurred in mailing proxy materials to beneficial owners and the fees and expenses of Alliance Advisors, LLC described below.

As a result of the proxy contest conducted by the Coalition, the Company has retained Alliance Advisors, LLC to assist in the distribution and solicitation of proxies for aggregate total fees estimated to be approximately \$45,000, plus reimbursement of out-of-pocket expenses. Alliance Advisors, LLC expects that approximately 25 of its employees will assist in the solicitation. The Company's total expenses (other than salaries and wages of officers and employees) related to the solicitation of stockholders as a result of the proxy contest conducted by the Coalition in excess of those normally spent for an annual meeting of stockholders are currently expected to be between approximately \$150,000 and \$250,000, of which approximately \$75,000 has been incurred to-date.

Your cooperation in promptly voting your shares by submitting your proxy via the Internet or telephone or by completing and returning the enclosed BLUE proxy card or, if you do not receive a proxy card, the voting instruction form provided by your bank or broker, will help to avoid additional expense.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

Our Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended July 31, 2011, or the "Annual Report", are available on the Internet at www.proxyvote.com. This website address contains the following documents: the Notice of the Annual Meeting that accompanies the Proxy Statement, the Proxy Statement and our Annual Report. You are encouraged to access and review all of the important information contained in these proxy materials before voting.

Annual Report

Copies of our Annual Report are also available on the Internet on the Investor Relations section of our website, www.purebio.com, and on the SEC's website, www.sec.gov. Additionally, copies of our Annual Report are available free of charge upon written request to the office of Investor Relations, Pure Bioscience, Inc., 1725 Gillespie Way, El Cajon, California 92020. Exhibits will be provided upon written request.

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Security Ownership of Certain Beneficial Owners and Management

The following table provides information regarding the beneficial ownership of our common stock as of June 26, 2012, or the "Evaluation Date", by: (i) each of our directors, (ii) each of our Named Executive Officers (as defined under the heading "Executive Compensation" elsewhere in this Proxy Statement) and (iii) all such directors and Named Executive Officers as a group. We know of no other person or group of affiliated persons who beneficially own more than five percent of our common stock. The table is based upon information supplied by our Named Executive Officers, directors and principal stockholders and a review of Schedules 13D and 13G, if any, filed with the SEC. Unless otherwise indicated in the footnotes to the table and subject to community property laws where applicable, we believe that each of the stockholders named in the table has sole voting and investment power with respect to the shares indicated as beneficially owned.

Applicable percentages are based on 54,657,074 shares outstanding as of the Evaluation Date, adjusted as required by rules promulgated by the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules provide that shares of our common stock issuable pursuant to the exercise of stock options or warrants that are either immediately exercisable or exercisable within 60 days of the Evaluation Date be included as shares beneficially owned. These shares are deemed to be outstanding and beneficially owned by the person holding those options for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Name (1)	Number of Shares Beneficially Owned		Percent of Common Stock	
Gregory H. Barnhill	704,589	(2)	1.29	%
Dennis Brovarone	385,141	(3)	*	
John J. Carbone, MD	147,750	(4)	*	
Michael L. Krall	1,581,796	(5)	2.88	%
Paul V. Maier	205,400	(6)	*	
Donna Singer	522,755	(7)	*	
All of our executive officers and directors as a group (6 persons)	3,547,431	(8)	6.40	%

* Indicates less than one percent of the outstanding shares of the Company's common stock.

(1) The address for each person listed in the table above is listed in Appendix A of this Proxy Statement.

(2) Consists of 704,589 shares of common stock held directly by Mr. Barnhill.

(3) Consists of (a) 130,000 shares of common stock subject to options currently exercisable or exercisable within 60 days of the Evaluation Date, and (b) 255,141 shares of common stock held directly by Mr. Brovarone.

(4) Consists of (a) 50,000 shares of common stock subject to options currently exercisable or exercisable within 60 days of the Evaluation Date, and (b) 97,750 shares of common stock held directly by Dr. Carbone.

(5) Consists of (a) 300,000 shares of common stock subject to options currently exercisable or exercisable within 60 days of the Evaluation Date, and (b) 1,281,796 shares of common stock held directly by Mr. Krall.

(6) Consists of (a) 150,000 shares of common stock subject to options currently exercisable or exercisable within 60 days of the Evaluation Date, and (b) 55,400 shares of common stock held directly by Mr. Maier.

(7) Consists of (a) 150,000 shares of common stock subject to options currently exercisable or exercisable within 60 days of the Evaluation Date, and (b) 372,755 shares of common stock held directly by Ms. Singer.

(8) Consists of (a) 780,000 shares of common stock subject to options currently exercisable or exercisable within 60 days of the Evaluation Date, and (b) 2,767,431 shares of common stock held directly by all directors and executive officers as a group.

Item 1. Election of Directors

At the Annual Meeting, stockholders will be asked to elect six directors to serve until the next annual meeting of stockholders and until their respective successors are elected and qualified. All six incumbent directors have been nominated for re-election for one-year terms. Directors will be elected by an affirmative vote of a plurality of the shares of common stock present and entitled to vote, in person or by proxy, at the Annual Meeting. In the event that any nominee for director should become unavailable, it is intended that votes will be cast, pursuant to the enclosed proxy, for such substitute nominee as may be nominated by the Board of Directors. The Board of Directors has no present knowledge that any of the persons named will be unavailable to serve.

The Board's Recommendation to Vote for its Slate of Director Nominees and its View of the Coalition's Nominees

Our Board strongly believes that the election of the nominees proposed by the Coalition in place of our Board's nominees for director is not in the best interests of our Company and all of our stockholders. Our directors have significant and varied experience in the industries in which we operate, as well as intimate knowledge of our Company through their years of dedicated service on the Board. We are committed to, and have been working diligently to execute, our business and strategic plan to maximize the value of our Company for all stockholders. Our Board believes its interests are strongly aligned with those of our stockholders, both as a result of each of our director's long-standing dedication and commitment to the Company's execution of its strategic plan, and as a result of the collective beneficial ownership of directors in our common stock, which as a group represented approximately 6.4% of our total outstanding common stock as of the Record Date. While there can be no guarantee that we will successfully execute our current strategy and business plan, we are committed to the exploration of all possible means of maximizing stockholder value.

After taking back direct control of our sales and marketing functions from Richmond Sciences, we believe we are just now nearing the point at which we expected to be in late 2010 when the US EPA registered our disinfectant and food contact surface sanitizer. Our sales team has developed a comprehensive and accelerated awareness, educational, marketing and sales strategy and is executing it through multiple channels.

- **Our Mission:** To bring the paradigm changing SDC technology to market in a manner that allows an organized approach and planning; disciplined pricing that meets our margin requirements as well as market realities; control and growth of our brand; and efficient supply-chain structure so that fewer entities sell higher volumes resulting in increased product usage and acceptance.
- **Our Strategy:** Develop partnerships with companies that have competencies and customers in the sales channels and vertical markets necessary to meet our mission.
- **Our Marketing Approach:** The foundation of our marketing program remains our highly trained technical and scientific team, the members of which have a combined 24 years of experience with our technology and its chemistry, regulation and implementation. Our technical team, along with our seasoned sales executives, has developed strong relationships with current and potential distributors and customers in our target markets.
- **Recent Program Changes:** Based on our market research, we established competitive pricing models that meet our objectives in each channel. We also made packaging changes to improve price efficiencies, and introduced of the PURE Complete Cleaning, Sanitizing and Disinfecting System in April. This bundled system is a cost-effective product line for commercial and institutional end-users, janitorial service providers and the distributors that supply them.
- **Gaining Market Acceptance:** Our sales and technical teams are involved with proof-of-concept studies, field testing or introductory trial programs for our products in the following markets: janitorial/sanitation, food preparation,

hospitality, leisure and entertainment, transportation, education, sports and fitness, agriculture and food processing, healthcare, veterinary, military, oil and gas, personal care and preservative, correctional facilities, non-woven and durable textiles, and industrial and consumer water treatment.

- **Demonstrating Results:** With our arsenal of new marketing tools, research, intelligent pricing structure and expanded product line, we are now prepared to engage key end-users to enhance industry credibility. The growing base of clients includes corporate and institutional customers including businesses, hospitals, churches and the military. We are leveraging our success with key end-users to attract distributors that support these accounts and others like them. At the same time, we are approaching distributors and key accounts in othe