

PURE BIOSCIENCE, INC.
Form 8-K
November 18, 2013

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): November 13, 2013

PURE BIOSCIENCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1725 Gillespie Way

001-14468
(Commission

File Number)

33-0530289
(IRS Employer

Identification No.)

92020

El Cajon, California
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (619) 596-8600

Not applicable

(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))

Item 1.01. Entry into a Material Definitive Agreement.

On November 13, 2013, PURE Bioscience, Inc. (the Company) completed secondary closings of a private placement pursuant to which it sold 623,770 shares of its common stock at \$0.75 per share and 175,714 shares of its common stock at \$0.70 per share, resulting in approximately \$591,000 in aggregate proceeds to the Company. The first closing occurred October 14, 2013 as previously disclosed on Form 8-K filed on October 15, 2013.

The shares sold at \$0.75 per share were sold pursuant to a Subscription Agreement under which the Company granted certain registration rights (First Subscription Agreement). The Company agreed to file a registration statement covering the resale of the shares of common stock sold pursuant to the First Subscription Agreement within sixty (60) days of the closing date.

The shares sold at \$0.70 per share were sold pursuant to a Subscription Agreement (Second Subscription Agreement) where no registration rights were granted.

The shares of common stock were offered and sold without registration under the Securities Act of 1933, as amended (the Securities Act), or state securities laws, in reliance on the exemptions from the registration and prospectus delivery requirements of the Securities Act pursuant to Section 4(a)(2) of the Securities Act and Rule 506 thereunder as a transaction not involving any public offering and exemptions under applicable state securities laws. Each purchaser of the common stock represented to us that it is an accredited investor within the meaning of Rule 501 of Regulation D under the Securities Act, and that it was receiving the securities for investment for its own account and without a view to distribute them.

The foregoing descriptions of the First Subscription Agreement do not purport to be complete and are qualified in their entirety by the terms and conditions of the First Subscription Agreement, the form of which is incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on October 15, 2013.

The foregoing descriptions of the Second Subscription Agreement do not purport to be complete and are qualified in their entirety by the terms and conditions of the Second Subscription Agreement. A copy of the form of the Subscription Agreement is attached hereto as Exhibit 10.2 and is incorporated herein by reference.

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02 in its entirety.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 10.1 Form of Subscription Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 15, 2013).
- 10.2 Form of Subscription Agreement, dated November 13, 2013.

SIGNATURES

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.

PURE BIOSCIENCE, INC.

Dated: November 15, 2013

By: /s/ Henry R. Lambert
Henry R. Lambert
Chief Executive Officer