

Struve Clayton A
Form 3
November 06, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Struve Clayton A		(Month/Day/Year)	PRESSURE BIOSCIENCES INC [pbio]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/05/2012		
175 W JACKSON			(Check all applicable)	
BLVD,Â SUITE 440			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(Street)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
CHICAGO,Â ILÂ	60604		6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,023,849	D	Â
Common Stock	100,585	I	By CSS, LLC ⁽¹⁰⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	------------------------------------	---------------------------------	---

Edgar Filing: Struve Clayton A - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series D Convertible stock	11/10/2011 ⁽¹⁾	05/10/2017	Common Stock	346,000 ⁽¹⁾	\$ ⁽²⁾	D ⁽¹⁾	Â
Series G Convertible Preferred	07/06/2012 ⁽³⁾	07/06/2015	Common Stock	805,700 ⁽³⁾	\$ ⁽⁴⁾	D ⁽³⁾	Â
Series C Common Stock Warrants	04/08/2011 ⁽⁵⁾	08/07/2017	Common Stock	155,865 ⁽⁵⁾	\$ 0.74	D ⁽⁵⁾	Â
Series C Common Stock Warrants	06/21/2011 ⁽⁵⁾	08/07/2017	Common Stock	156,060 ⁽⁵⁾	\$ 0.74	D ⁽⁵⁾	Â
Promissory note - Aug 2011 Common Stock Warrant	08/03/2011 ⁽⁶⁾	08/03/2014	Common Stock	211,765 ⁽⁶⁾	\$ 0.85	D ⁽⁶⁾	Â
Promissory note - Aug 2011 Common Stock Warrant	08/03/2011 ⁽⁶⁾	08/03/2014	Common Stock	26,316 ⁽⁶⁾	\$ 0.76	D ⁽⁶⁾	Â
Series D Nov 2011 Common Stock Warrant	11/10/2011 ⁽⁷⁾	05/10/2017	Common Stock	138,115 ⁽⁷⁾	\$ 0.81	D ⁽⁷⁾	Â
February 2012 Common Stock Warrants	02/07/2012 ⁽⁸⁾	08/07/2017	Common Stock	200,001 ⁽⁸⁾	\$ 0.74	D ⁽⁸⁾	Â
Series G Common Stock Warrant	07/06/2012 ⁽⁹⁾	07/06/2015	Common Stock	402,850 ⁽⁹⁾	\$ 0.5	D ⁽⁹⁾	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Struve Clayton A 175 W JACKSON BLVD SUITE 440 CHICAGO, IL 60604	Â	Â X	Â	Â
CSS LLC/IL 175 WEST JACKSON BLVD SUITE 440 CHICAGO, IL 60604	Â	Â	Â	(a)

Signatures

Clayton A Struve 11/02/2012

 **Signature of Reporting Person

 Date

Mitchell R Bialek, Compliance
Officer

11/06/2012

 Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Series D Conv Pfd shares contain a limitation on exercise which prevents the Reporting Person from converting 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 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 at the time of the transaction owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

(2) 1 share Series D convertible Preferred stock converts into 1538 shares common

(3) Series G Conv Pfd shares contain a limitation on exercise which prevents the Reporting Person from converting 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 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 owns more than 9.99% but less than 14.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 14.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

(4) Price paid for preferred stock was \$5.00. A share of preferred stock is convertible into 10 shares of common stock.

(5) Series C Common Stock Warrants (one warrant exercisable into one share common) contain a limitation on exercise which prevents the Reporting Person from converting 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 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 at the time of the transaction owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

(6) Promissory Note - Aug 2011 Common Stock Warrant (one warrant exercisable into one share common) contain a limitation on exercise which prevents the Reporting Person from converting 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 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 at the time of the transaction owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

(7) Series D Common Stock Warrants (one warrant exercisable into one share common) contain a limitation on exercise which prevents the Reporting Person from converting 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 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 at the time of the transaction owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

(8) February 2012 Common Stock Warrants (one warrant exercisable into one share common) contain a limitation on exercise which prevents the Reporting Person from converting 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 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 at the time of the transaction 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.

(9) Series G Common Stock Warrants (one warrant exercisable into one share common) contain a limitation on exercise which prevents the Reporting Person from converting 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 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 owns more than 9.99% but less than 14.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the

Edgar Filing: Struve Clayton A - Form 3

14.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

- (10) Reporting Person, Clayton A Struve, is an Indirect Owner as Member Manager of CSS, LLC (joint filer. Reporting Person , CSS, disclaims any beneficial ownership (direct or indirect) of shares held directly by Reporting Person, Clayton Struve

^

Remarks:

(a) reporting owner Clayton Struve is a member manager of CSS, LLC and has indirect beneficial ownership (direct or indirect) of shares held directly by Reporting Person, Clayton Struve.

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.