

Edgar Filing: PROVECTUS PHARMACEUTICALS INC - Form 8-K

PROVECTUS PHARMACEUTICALS INC
Form 8-K
November 19, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 16, 2004

PROVECTUS PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| Nevada (State or other jurisdiction of incorporation) | 000-9410 (Commission File Number) | 90-0031917 (IRS Employer Identification No.) |
|---|---|--|

| | |
|---|---------------------|
| 7327 Oak Ridge Highway, Suite A Knoxville, Tennessee (Address of principal executive offices) | 37931 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (865) 769-4011

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:

- 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))
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Item 3.02. Unregistered Sales of Equity Securities.

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On November 16, 2004, Provectus Pharmaceuticals, Inc. completed a private placement transaction with 14 accredited investors, pursuant to which we sold 556,832 shares of our common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$417,624.25 pursuant to Securities Purchase Agreements with each investor. In connection with the sale of the common stock, we also issued warrants (the "Warrants") to the investors to purchase up to 835,249 shares of our common stock at an exercise price of \$1.00 per share. We paid \$41,762.43 to Venture Catalyst, LLC, 170 East 77th Street, Apt. 10F, New York, NY 10021 as placement agent for this transaction. The form of Securities Purchase Agreement entered into by each of the investors and the form of Warrant issued to the investors is attached hereto as Exhibit 4.1 and 4.2.

We believe that this offering was exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act") by reason of Rule 506 of Regulation D and Section 4(2) of the Securities Act, based upon the fact that the offer and issuance of the common stock and warrants satisfied all the terms and conditions of Rules 501 and 502 of the Securities Act, the investors are financially sophisticated and had access to complete information concerning us and acquired the securities for investment and not with a view to the distribution thereof. Proceeds will be used for general corporate purposes.

Item 9.01. Exhibits.

(c) Exhibits.

| Exhibit Number | Description |
|-------------------|---------------------------------------|
| 4.1 | Form of Securities Purchase Agreement |
| 4.2 | Form of Warrant |

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: November 19, 2004

PROVECTUS PHARMACEUTICALS, INC.

By: /s/ Timothy C. Scott

Timothy C. Scott, Ph.D.
President

EXHIBIT INDEX

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