

PROVECTUS PHARMACEUTICALS INC
Form 10-Q
August 13, 2010

United States
Securities And Exchange Commission
Washington, DC 20549

FORM 10-Q

(Mark One)

Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2010

OR

Transition Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number: 0-9410

Provectus Pharmaceuticals, Inc.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or other jurisdiction of incorporation or
organization)

90-0031917
(I.R.S. Employer Identification Number)

7327 Oak Ridge Highway Suite A, Knoxville, TN 37931
(Address of Principal Executive Offices)

866/594-5999
(Issuer's Telephone Number, Including Area Code)

N/A
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. (Check one):

| | | | |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large Accelerated Filer | <input type="radio"/> | Accelerated Filer | <input type="radio"/> |
| Non-Accelerated Filer | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The number of shares outstanding of the issuer's common stock, \$0.001 par value per share, as of June 30, 2010 was 79,239,141. The number of shares outstanding of the issuer's preferred stock, \$0.001 par value per share, as of June 30, 2010 was 13,283,324.

Item 1. Financial Statements

PROVECTUS PHARMACEUTICALS, INC.
(A Development-Stage Company)

CONSOLIDATED BALANCE SHEETS

| | June 30, 2010 (Unaudited) | December 31, 2009 (Audited) |
|---|---------------------------------|-----------------------------------|
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 12,508,472 | \$ 3,237,178 |
| Prepaid expenses and other current assets | 218,044 | -- |
| Total Current Assets | 12,726,516 | 3,237,178 |
| Equipment and furnishings, less accumulated depreciation of \$405,276 and \$400,587 | 25,486 | 30,175 |
| Patents, net of amortization of \$5,111,697 and \$4,776,137, respectively | 6,603,748 | 6,939,308 |
| Other assets | 27,000 | 27,000 |
| | \$ 19,382,750 | \$ 10,233,661 |
| Liabilities and Stockholders' Equity | | |
| Current Liabilities | | |
| Accounts payable – trade | \$ 66,872 | \$ 220,251 |
| Accrued compensation and payroll taxes | 675,822 | 149,836 |
| Accrued consulting expense | -- | 42,260 |
| Pension liability | -- | 345,000 |
| Other accrued expenses | 40,000 | 69,804 |
| Total Current Liabilities | 782,694 | 827,151 |
| Stockholders' Equity | | |
| Preferred stock; par value \$.001 per share; 25,000,000 shares authorized; 13,283,324 and no shares issued and outstanding, respectively; liquidation preference \$0.75 per share (in aggregate \$9,962,493) | 13,283 | -- |

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Common stock; par value \$.001 per share; 150,000,000
and 100,000,000 shares authorized, respectively;
79,239,141 and 67,410,226 shares issued and outstanding,
respectively

| | | |
|--|---------------|---------------|
| | 79,239 | 67,410 |
| Paid-in capital | 94,695,032 | 77,137,021 |
| Deficit accumulated during the development stage | (76,187,498) | (67,797,921) |
| Total Stockholders' Equity | 18,600,056 | 9,406,510 |
| | \$ 19,382,750 | \$ 10,233,661 |

See accompanying notes to consolidated financial statements.

PROVECTUS PHARMACEUTICALS, INC.
(A Development-Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | Three Months Ended June 30, 2010 | Three Months Ended June 30, 2009 | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 | Cumulative Amounts from January 17, 2002 (Inception) Through June 30, 2010 |
|--------------------------------|--|--|---|---|---|
| Revenues | | | | | |
| OTC | | | | | |
| product revenue | \$ -- | \$ -- | \$ -- | \$ -- | \$ 25,648 |
| Medical | | | | | |
| device revenue | -- | -- | -- | -- | 14,109 |
| Total revenues | -- | -- | -- | -- | 39,757 |
| Cost of sales | -- | -- | -- | -- | 15,216 |
| Gross profit | -- | -- | -- | -- | 24,541 |
| Operating expenses | | | | | |
| Research and development | 2,130,349 | 1,565,393 | 2,923,283 | 2,481,326 | 23,791,478 |
| General and administrative | 3,223,699 | 2,272,743 | 5,131,052 | 3,572,167 | 39,089,527 |
| Amortization | 167,780 | 167,780 | 335,560 | 335,560 | 5,111,697 |
| Total operating loss | (5,521,828) | (4,005,916) | (8,389,895) | (6,389,053) | (67,968,161) |
| Gain on sale of fixed assets | -- | -- | -- | -- | 55,075 |
| Loss on extinguishment of debt | -- | -- | -- | -- | (825,867) |
| Investment income | 268 | 104 | 318 | 1,278 | 649,459 |
| Interest expense | -- | -- | -- | -- | (8,098,004) |

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|----------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Net loss | \$ (5,521,560) | \$ (4,005,812) | \$ (8,389,577) | \$ (6,387,775) | \$ (76,187,498) |
|----------|-----------------|-----------------|-----------------|-----------------|-----------------|

| | | | | | |
|------------------------------|--------------|----|--------------|----|--|
| Dividends on preferred stock | (2,590,033) | -- | (10,947,617) | -- | |
|------------------------------|--------------|----|--------------|----|--|

| | | | | | |
|--|-----------------|-----------------|-----------------|-----------------|--|
| Net loss applicable to common shareholders | \$ (8,111,536) | \$ (4,005,812) | \$ (19,337,194) | \$ (6,387,775) | |
|--|-----------------|-----------------|-----------------|-----------------|--|

| | | | | | |
|---|------------|------------|------------|------------|--|
| Basic and diluted loss per common share | \$ (0.10) | \$ (0.07) | \$ (0.26) | \$ (0.12) | |
|---|------------|------------|------------|------------|--|

| | | | | | |
|--|------------|------------|------------|------------|--|
| Weighted average number of common shares outstanding – basic and diluted | 78,132,005 | 57,271,116 | 73,580,080 | 55,278,160 | |
|--|------------|------------|------------|------------|--|

See accompanying notes to consolidated financial statements.

PROTECTUS PHARMACEUTICALS, INC.
(A Development-Stage Company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

| | Preferred Stock | | Common Stock | | Paid in capital | Accumulated Deficit | Total |
|--|------------------|-----------|------------------|-----------|-----------------|---------------------|-------------|
| | Number of Shares | Par Value | Number of Shares | Par Value | | | |
| Balance, at January 17 2002 | -- | \$ -- | -- | \$ -- | -- | -- \$ | -- |
| Issuance to founding shareholders | -- | -- | 6,000,000 | 6,000 | (6,000) | -- | -- |
| Sale of stock | -- | -- | 50,000 | 50 | 24,950 | -- | 25,000 |
| Issuance of stock to employees | -- | -- | 510,000 | 510 | 931,490 | -- | 932,000 |
| Issuance of stock for services | -- | -- | 120,000 | 120 | 359,880 | -- | 360,000 |
| Net loss for the period from January 17, 2002 (inception) to April 23, 2002 (date of reverse merger) | -- | -- | -- | -- | -- | (1,316,198) | (1,316,198) |
| Balance, at April 23, 2002 | -- | \$ -- | 6,680,000 | \$ 6,680 | 1,310,320 | (1,316,198) | \$ 802 |
| Shares issued in reverse merger | -- | -- | 265,763 | 266 | (3,911) | -- | (3,645) |
| Issuance of stock for services | -- | -- | 1,900,000 | 1,900 | 5,142,100 | -- | 5,144,000 |
| Purchase and retirement of stock | -- | -- | (400,000) | (400) | (47,600) | -- | (48,000) |
| Stock issued for acquisition of Valley Pharmaceuticals | -- | -- | 500,007 | 500 | 12,225,820 | -- | 12,226,320 |
| Exercise of warrants | -- | -- | 452,919 | 453 | -- | -- | 453 |
| Warrants issued in connection with convertible debt | -- | -- | -- | -- | 126,587 | -- | 126,587 |
| Stock and warrants issued for acquisition of Pure-ific | -- | -- | 25,000 | 25 | 26,975 | -- | 27,000 |
| Net loss for the period from April 23, 2002 (date of reverse merger) to December 31, 2002 | -- | -- | -- | -- | -- | (5,749,937) | (5,749,937) |

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| | | | | | | | |
|---|------|----|------------|-----------|---------------|-------------|-----------------|
| Balance, at December 31, 2002 | --\$ | -- | 9,423,689 | \$ 9,424 | \$ 18,780,291 | (7,066,135 |) \$ 11,723,580 |
| Issuance of stock for services | -- | -- | 764,000 | 764 | 239,036 | -- | 239,800 |
| Issuance of warrants for services | -- | -- | -- | -- | 145,479 | -- | 145,479 |
| Stock to be issued for services | -- | -- | -- | -- | 281,500 | -- | 281,500 |
| Employee compensation from stock options | -- | -- | -- | -- | 34,659 | -- | 34,659 |
| Issuance of stock pursuant to Regulation S | -- | -- | 679,820 | 680 | 379,667 | -- | 380,347 |
| Beneficial conversion related to convertible debt | -- | -- | -- | -- | 601,000 | -- | 601,000 |
| Net loss for the year ended December 31, 2003 | -- | -- | -- | -- | -- | (3,155,313) | (3,155,313) |
| Balance, at December 31, 2003 | --\$ | -- | 10,867,509 | \$ 10,868 | \$ 20,461,632 | (10,221,448 |) \$ 10,251,052 |
| Issuance of stock for services | -- | -- | 733,872 | 734 | 449,190 | -- | 449,923 |
| Issuance of warrants for services | -- | -- | -- | -- | 495,480 | -- | 495,480 |
| Exercise of warrants | -- | -- | 132,608 | 133 | 4,867 | -- | 5,000 |
| Employee compensation from stock options | -- | -- | -- | -- | 15,612 | -- | 15,612 |
| Issuance of stock pursuant to Regulation S | -- | -- | 2,469,723 | 2,469 | 790,668 | -- | 793,137 |
| Issuance of stock pursuant to Regulation D | -- | -- | 1,930,164 | 1,930 | 1,286,930 | -- | 1,288,861 |
| Beneficial conversion related to convertible debt | -- | -- | -- | -- | 360,256 | -- | 360,256 |
| Issuance of convertible debt with warrants | -- | -- | -- | -- | 105,250 | -- | 105,250 |
| Repurchase of beneficial conversion feature | -- | -- | -- | -- | (258,345 |) | (258,345) |
| Net loss for the year ended December 31, 2004 | -- | -- | -- | -- | -- | (4,344,525) | (4,344,525) |
| Balance, at December 31, 2004 | \$ | -- | 16,133,876 | \$ 16,134 | \$ 23,711,540 | (14,565,973 |) \$ 9,161,701 |

| | | | | | | | |
|--------------------------------|----|----|---------|-----|---------|----|---------|
| Issuance of stock for services | -- | -- | 226,733 | 227 | 152,058 | -- | 152,285 |
|--------------------------------|----|----|---------|-----|---------|----|---------|

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| | | | | | | | |
|---|----|----|------------|-----------|---------------|---------------|---------------|
| Issuance of stock for interest payable | -- | -- | 263,721 | 264 | 195,767 | -- | 196,031 |
| Issuance of warrants for services | -- | -- | -- | -- | 1,534,405 | -- | 1,534,405 |
| Issuance of warrants for contractual obligations | -- | -- | -- | -- | 985,010 | -- | 985,010 |
| Exercise of warrants and stock options | -- | -- | 1,571,849 | 1,572 | 1,438,223 | -- | 1,439,795 |
| Employee compensation from stock options | -- | -- | -- | -- | 15,752 | -- | 15,752 |
| Issuance of stock pursuant to Regulation D | -- | -- | 6,221,257 | 6,221 | 6,506,955 | -- | 6,513,176 |
| Debt conversion to common stock | -- | -- | 3,405,541 | 3,405 | 3,045,957 | -- | 3,049,362 |
| Issuance of warrants with convertible debt | -- | -- | -- | -- | 1,574,900 | -- | 1,574,900 |
| Beneficial conversion related to convertible debt | -- | -- | -- | -- | 1,633,176 | -- | 1,633,176 |
| Beneficial conversion related to interest expense | -- | -- | -- | -- | 39,529 | -- | 39,529 |
| Repurchase of beneficial conversion feature | -- | -- | -- | -- | (144,128) | -- | (144,128) |
| Net loss for the year ended 2005 | -- | -- | -- | -- | -- | (11,763,853) | (11,763,853) |
| Balance, at December 31, 2005 | \$ | -- | 27,822,977 | \$ 27,823 | \$ 40,689,144 |) (26,329,826 | \$ 14,387,141 |
| Issuance of stock for services | -- | -- | 719,246 | 719 | 676,024 | -- | 676,743 |
| Issuance of stock for interest payable | -- | -- | 194,327 | 195 | 183,401 | -- | 183,596 |

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| | | | | | | | |
|---|----|----|---------------|-----------|---------------|----------------|---------------|
| Issuance of warrants for services | -- | -- | -- | -- | 370,023 | -- | 370,023 |
| Exercise of warrants and stock options | -- | -- | 1,245,809 | 1,246 | 1,188,570 | -- | 1,189,816 |
| Employee compensation from stock options | -- | -- | -- | -- | 1,862,456 | -- | 1,862,456 |
| Issuance of stock pursuant to Regulation D | -- | -- | 10,092,495 | 10,092 | 4,120,329 | -- | 4,130,421 |
| Debt conversion to common stock | -- | -- | 2,377,512 | 2,377 | 1,573,959 | -- | 1,576,336 |
| Beneficial conversion related to interest expense | -- | -- | -- | -- | 16,447 | -- | 16,447 |
| Net loss for the year ended 2006 | -- | -- | -- | -- | -- | (8,870,579) | (8,870,579) |
| Balance, at December 31, 2006 | -- | -- | 42,452,366 | \$ 42,452 | \$ 50,680,353 | (35,200,405) | \$ 15,522,400 |
| Issuance of stock for services | -- | -- | 150,000 | 150 | 298,800 | -- | 298,950 |
| Issuance of stock for interest payable | -- | -- | 1,141 | 1 | 1,257 | -- | 1,258 |
| Issuance of warrants for services | -- | -- | -- | -- | 472,635 | -- | 472,635 |
| Exercise of warrants and stock options | -- | -- | 3,928,957 | 3,929 | 3,981,712 | -- | 3,985,641 |
| Employee compensation from stock options | -- | -- | -- | -- | 2,340,619 | -- | 2,340,619 |
| Issuance of stock pursuant to Regulation D | -- | -- | 2,376,817 | 2,377 | 1,845,761 | -- | 1,848,138 |
| Debt conversion to common stock | -- | -- | 490,000 | 490 | 367,010 | -- | 367,500 |
| Net loss for the year ended 2007 | -- | -- | -- | -- | -- | (10,005,631) | (10,005,631) |
| Balance, at December 31, | -- | -- | \$ 49,399,281 | \$ 49,399 | \$ 59,988,147 | \$(45,206,036) | \$ 14,831,510 |

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| | | | | | | | |
|--|----|----|------------|-----------|------------|--------------|---------------|
| 2007 | | | | | | | |
| Issuance of stock for services | -- | -- | 350,000 | 350 | 389,650 | -- | 390,000 |
| Issuance of warrants for services | -- | -- | -- | -- | 517,820 | -- | 517,820 |
| Exercise of warrants and stock options | -- | -- | 3,267,795 | 3,268 | 2,636,443 | -- | 2,639,711 |
| Employee compensation from stock options | -- | -- | -- | -- | 1,946,066 | -- | 1,946,066 |
| Net loss for the year ended 2008 | -- | -- | -- | -- | -- | (10,269,571) | (10,269,571) |
| Balance, at December 31, 2008 | \$ | -- | 53,017,076 | \$ 53,017 | 65,478,126 | (55,475,607) | \$ 10,055,536 |
| Issuance of stock for services | -- | -- | 796,012 | 796 | 694,204 | -- | 695,000 |
| Issuance of warrants for services | -- | -- | -- | -- | 1,064,210 | -- | 1,064,210 |
| Exercise of warrants and stock options | -- | -- | 3,480,485 | 3,480 | 2,520,973 | -- | 2,524,453 |
| Employee compensation from stock options | -- | -- | -- | -- | 870,937 | -- | 870,937 |
| Issuance of stock pursuant to Regulation D | | | 10,116,653 | 10,117 | 6,508,571 | -- | 6,518,688 |
| Net loss for the year ended 2009 | -- | -- | -- | -- | -- | (12,322,314) | (12,322,314) |
| Balance, at December 31, 2009 | \$ | -- | 67,410,226 | \$ 67,410 | 77,137,021 | (67,797,921) | \$ 9,406,510 |

| | | | | | | | |
|--|------------|--------|------------|----------|--------------|----------------|---------------|
| Issuance of stock for services | -- | -- | 426,250 | 426 | 507,687 | -- | 508,113 |
| Issuance of warrants for services | -- | -- | -- | -- | 999,991 | -- | 999,991 |
| Exercise of warrants and stock options | -- | -- | 2,044,737 | 2,045 | 1,716,105 | -- | 1,718,150 |
| Issuance of common stock pursuant to Regulation S | -- | -- | 400,000 | 400 | 299,600 | -- | 300,000 |
| Issuance of common stock pursuant to Regulation D | -- | -- | 8,957,928 | 8,958 | 4,885,631 | -- | 4,894,589 |
| Issuance of preferred stock pursuant to Regulation D | 13,283,324 | 13,283 | -- | -- | 8,894,848 | -- | 8,908,131 |
| Employee compensation from stock options | -- | -- | -- | -- | 254,149 | -- | 254,149 |
| Net loss for the six months ended June 30, 2010 | -- | -- | -- | -- | -- | (8,389,577) | (8,389,577) |
| Balance, at June 30, 2010 | 13,283,324 | 13,283 | 79,239,141 | \$79,239 | \$94,695,032 | \$(76,187,498) | \$ 18,600,056 |

See accompanying notes to consolidated financial statements.

PROVECTUS PHARMACEUTICALS, INC.
(A Development-Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOW
(Unaudited)

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 | Cumulative Amounts from January 17, 2002 (Inception) through June 30, 2010 |
|--|--------------------------------------|--------------------------------------|--|
| Cash Flows From Operating Activities | | | |
| Net loss | \$ (8,389,577) | \$ (6,387,775) | \$ (76,187,498) |
| Adjustments to reconcile net loss to net cash used in operating activities | | | |
| Depreciation | 4,689 | 4,628 | 428,277 |
| Amortization of patents | 335,560 | 335,560 | 5,111,697 |
| Amortization of original issue discount | -- | -- | 3,845,721 |
| Amortization of commitment fee | -- | -- | 310,866 |
| Amortization of prepaid consultant expense | -- | -- | 1,295,226 |
| Amortization of deferred loan costs | -- | -- | 2,261,584 |
| Accretion of United States Treasury Bills | -- | -- | (373,295) |
| Loss on extinguishment of debt | -- | -- | 825,867 |
| Loss on exercise of warrants | -- | -- | 236,146 |
| Beneficial conversion of convertible interest | -- | -- | 55,976 |
| Convertible interest | -- | -- | 389,950 |
| Compensation through issuance of stock options | 254,149 | 870,937 | 7,340,250 |
| Compensation through issuance of stock | -- | -- | 932,000 |
| Issuance of stock for services | 508,113 | 387,750 | 7,915,761 |
| Issuance of warrants for services | 999,991 | 317,954 | 3,597,825 |
| Issuance of warrants for contractual obligations | -- | -- | 985,010 |
| Gain on sale of equipment | -- | -- | (55,075) |
| (Increase) decrease in assets | | | |
| Prepaid expenses and other current assets | (218,044) | 7,280 | (218,044) |
| Increase (decrease) in liabilities | | | |
| Accounts payable | (153,379) | (29,755) | 63,227 |
| Accrued expenses | 108,922 | 445,907 | 865,452 |
| Net cash used in operating activities | (6,549,576) | (4,047,514) | (40,373,077) |
| Cash Flows From Investing Activities | | | |
| Proceeds from sale of fixed assets | -- | -- | 180,075 |

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| | | | |
|--|------------|-----------|--------------|
| Capital expenditures | -- | -- | (67,888) |
| Proceeds from investments | -- | -- | 37,010,481 |
| Purchases of investments | -- | -- | (36,637,186) |
| Net cash provided by investing activities | -- | -- | 485,482 |
| Cash Flows From Financing Activities | | | |
| Net proceeds from loans from stockholder | -- | -- | 174,000 |
| Proceeds from convertible debt | -- | -- | 6,706,795 |
| Net proceeds from sales of preferred stock | 8,908,131 | -- | 8,908,131 |
| Net proceeds from sales of common stock | 5,194,589 | 3,219,772 | 26,692,358 |
| Proceeds from exercises of warrants and stock options | 1,718,150 | 1,700,700 | 13,266,873 |
| Cash received in advance for pending stock transaction | -- | 144,000 | -- |
| Cash paid to retire convertible debt | -- | -- | (2,385,959) |
| Cash paid for deferred loan costs | -- | -- | (747,612) |
| Premium paid on extinguishments of debt | -- | -- | (170,519) |
| Purchase and retirement of common stock | -- | -- | (48,000) |
| Net cash provided by financing activities | 15,820,870 | 5,064,472 | 52,396,067 |

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 | Cumulative Amounts from January 17, 2002 (Inception) through June 30, 2010 |
|---|--------------------------------------|---|--|
| Net change in cash and cash equivalents | \$ 9,271,294 | \$ 1,016,958 | \$ 12,508,472 |
| Cash and cash equivalents, at beginning of period | \$ 3,237,178 | \$ 2,796,020 | \$ -- |
| Cash and cash equivalents, at end of period | \$ 12,508,472 | \$ 3,812,978 | \$ 12,508,472 |

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information pursuant to Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ended December 31, 2010. The Company has evaluated subsequent events through the date the financial statements were issued.

2. Recapitalization and Merger

Provectus Pharmaceuticals, Inc., formerly known as "Provectus Pharmaceutical, Inc." and "SPM Group, Inc.," was incorporated under Colorado law on May 1, 1978. SPM Group ceased operations in 1991, and became a development-stage company effective January 1, 1992, with the new corporate purpose of seeking out acquisitions of properties, businesses, or merger candidates, without limitation as to the nature of the business operations or geographic location of the acquisition candidate.

On April 1, 2002, SPM Group changed its name to "Provectus Pharmaceutical, Inc." and reincorporated in Nevada in preparation for a transaction with Provectus Pharmaceuticals, Inc., a privately-held Tennessee corporation ("PPI"). On April 23, 2002, an Agreement and Plan of Reorganization between Provectus Pharmaceutical and PPI was approved by the written consent of a majority of the outstanding shares of Provectus Pharmaceutical. As a result, Provectus Pharmaceuticals, Inc. issued 6,680,000 shares of common stock in exchange for all of the issued and outstanding shares of PPI. As part of the acquisition, Provectus Pharmaceutical changed its name to "Provectus Pharmaceuticals, Inc." and PPI became a wholly-owned subsidiary of Provectus. This transaction was recorded as a recapitalization of PPI.

On November 19, 2002, the Company acquired Valley Pharmaceuticals, Inc., a privately-held Tennessee corporation formerly known as Photogen, Inc., by merging PPI with and into Valley and naming the surviving corporation "Xantech Pharmaceuticals, Inc." Photogen, Inc. was separated from Photogen Technologies, Inc. in a non-pro-rata split-off to some of its shareholders. The assets of Photogen, Inc. consisted primarily of the equipment and intangibles related to its therapeutic activity and were recorded at their fair value. The majority shareholders of Valley were also the majority shareholders of Provectus. Valley had no revenues prior to the transaction with the Company. By acquiring Valley, the Company acquired its intellectual property, including issued U.S. patents and patentable inventions.

3. Basic and Diluted Loss Per Common Share

Basic and diluted loss per common share is computed based on the weighted average number of common shares outstanding. Loss per share excludes the impact of outstanding options and warrants and convertible preferred stock as they are antidilutive. Potential common shares excluded from the calculation at June 30, 2010 and 2009 relate to 28,170,564 and 20,274,009 from warrants, 8,715,955 and 8,792,177 from options, and 13,283,324 and zero from convertible preferred shares. Included in the weighted average number of shares outstanding are zero and 473,567 common shares committed to be issued but not outstanding at June 30, 2010 and 2009.

4. Equity Transactions

(a) During the three months ended March 31, 2010, the Company issued 193,750 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$190,688. During the three months ended June 30, 2010, the Company issued 232,500 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$317,425.

(b) During the three months ended March 31, 2010, the Company issued 859,833 warrants to consultants in exchange for services. Consulting costs charged to operations were \$506,556. During the three months ended March 31, 2010, 1,603,360 warrants were exercised for \$1,493,418 resulting in 1,584,760 common shares being issued. 18,600 of the 1,603,360 common shares issued were committed to be issued but not outstanding at March 31, 2010 and were issued in April 2010. 200,000 of the warrants exercised had an exercise price of \$1.00 that was reduced to \$0.75. 46,667 of the warrants exercised had an exercise price of \$0.935 that was reduced to \$0.8925. Additional consulting costs of \$22,397 were charged to operations as a result of the reduction of the exercise price of the 246,667 warrants. 350,000 warrants were exercised on a cashless basis resulting in 86,241 shares being issued. During the three months ended March 31, 2010, 563,333 warrants were forfeited. During the three months ended June 30, 2010, the Company issued 697,333 warrants to consultants in exchange for services. Consulting costs charged to operations were \$471,038. During the three months ended June 30, 2010, 123,334 warrants were exercised for \$117,917 resulting in 123,334 common shares being issued. 350,000 warrants were exercised on a cashless basis resulting in 73,914 shares being issued. During the three months ended June 30, 2010, 25,000 warrants were forfeited.

(c) The Company issued 50,000 shares of common stock, which were committed to be issued at December 31, 2009 to Maxim Group, LLC in January 2010. The Company issued 148,637 shares of common stock, which were committed to be issued at December 31, 2009 to Network 1 Financial Securities, Inc. in March 2010. During the three months ended March 31, 2010 the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 250,000 shares of common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$187,500. The proceeds received are for general corporate purposes. The transaction is a Regulation S offering to foreign investors as defined by Regulation S of the Securities Act. During the three months ended March 31, 2010, the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 1,564,683 shares of common stock at a purchase price of \$0.75 to \$0.80 per share, for an aggregate purchase price of \$1,178,824. 1,106,250 of the 1,564,683 common shares sold were committed to be issued but not outstanding at March 31, 2010 and which were issued in April 2010. In connection with the sale of common stock, the Company also issued warrants to the investors to purchase up to 739,217 shares of common stock at an exercise price of \$1.00 per share. 266,600 shares of common stock that were committed to be issued at December 31, 2009 were issued in January 2010. During the three months ended March 31, 2010, the Company paid \$44,697, and has accrued \$108,550 to be paid as of March 31, 2010, which was paid in April 2010 to Network 1 Financial Securities, Inc. as a placement agent for this transaction. The Company issued 45,843 shares of common stock at a fair market value of \$60,971, and is committed to issue 110,625 shares of common stock at a fair market value of \$164,831 to Network 1 Financial Securities, Inc. as a placement agent for this transaction and which were issued in May 2010. The cash costs have been off-set against the proceeds received, which are for general corporate purposes. During the three months ended March 31, 2010 the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 1,360,322 shares of common stock at a purchase price of \$0.935 per share, for an aggregate purchase price of \$1,271,901. 213,904 of the 1,360,322 common shares sold were committed to be issued but not outstanding at March 31, 2010 which were issued in April 2010. The Company paid \$127,190, and is committed to issue 136,032 shares of common stock at a fair market value of \$191,805 to Brewer Financial Services, LLC as a placement agent for this transaction which were issued in April 2010. The cash costs have been off-set against the proceeds received, which are for general corporate purposes. During the three months ended March 31, 2010 the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 92,000 shares of common stock at a purchase price of \$0.75 to \$1.00 per share, for an aggregate purchase price of \$75,250. The proceeds received are for general corporate purposes.

During the three months ended June 30, 2010 the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 150,000 shares of common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$112,500. The proceeds received are for general corporate purposes. The transaction is a Regulation S offering to foreign investors as defined by Regulation S of the Securities Act. During the three months ended June 30, 2010, the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 3,531,250 shares of common stock at a purchase price of \$0.75 to \$0.80 per share, for an aggregate purchase price of \$2,815,000. In connection with the sale of common stock, the Company also issued warrants to an investor to purchase up to 100,000 shares of common stock at an exercise price of \$1.00 per share. During the three months ended June 30, 2010, the Company paid \$365,949 and issued 353,125 shares of common stock at a fair market value of \$462,594 to Network 1 Financial Securities, Inc. as a placement agent for this transaction. The cash costs have been off-set against the proceeds received, which are for general corporate purposes. During the three months ended June 30, 2010 the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 200,000 shares of common stock at a purchase price of \$1.00 per share, for an aggregate purchase price of \$200,000. The proceeds received are for general corporate purposes.

(d) In March 2010, the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 10,583,324 units (the "Units"), at purchase price of \$0.75 per Unit, each Unit consisting of one share of 8% convertible preferred stock, par value \$0.001 per share (the "8% Convertible Preferred

Stock”) and a warrant to purchase one-half share of common stock, par value \$.001 per share, totaling 5,291,654 warrants with an exercise price of \$1.00 per share of common stock, for an aggregate amount of gross proceeds of \$7,937,449. The Company paid \$1,054,318, and issued 1,058,333 shares of common stock at a fair market value of \$1,407,583 to Maxim Group, LLC as a placement agent for this transaction. The cash costs have been off-set against the proceeds received, which are for general corporate purposes.

At the option of the holder, each share of preferred stock is convertible at any time into one share of common stock. At the option of the Company, but only after such time that the volume-weighted average price of common stock exceeds \$2.25 and the average daily trading volume exceeds 150,000 shares for 30 consecutive days, the Company may convert all or a portion of the outstanding preferred stock into common stock. Each share of preferred stock is convertible into one share of common stock. At the option of the Company, but only after such time that the volume-weighted average price of common stock exceeds \$2.25 and the average daily trading volume exceeds 150,000 shares for 30 consecutive days, the Company may redeem all or a portion of the outstanding preferred stock at the original issue price of \$0.75 per share, plus all accrued and unpaid dividends. Prior to redemption, the holders of the preferred stock can elect to convert to common stock.

Upon voluntary or involuntary liquidation, winding-up or dissolution of the Company, the holders of preferred stock will be entitled to receive out of the assets of the Company, cash in an amount equal to the original issue price of \$0.75 per share plus all accrued or unpaid dividends prior to any payments made to common shareholders.

In April 2010, the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 2,700,000 units (the "Units"), at purchase price of \$0.75 per Unit, each Unit consisting of one share of 8% convertible preferred stock, par value \$.001 per share (the "8% Convertible Preferred Stock") and a warrant to purchase one-half share of common stock, par value \$.001 per share, totaling 1,350,000 warrants with an exercise price of \$1.00 per share of common stock, for an aggregate amount of gross proceeds of \$2,025,000. The proceeds received are for general corporate purposes.

The proceeds received from the issuance of the preferred stock were allocated on a pro rata basis between the preferred stock and the warrants based on the fair value of the preferred stock and warrants on the date of issuance. The fair value of the preferred stock if converted on the date of issuance was greater than the pro rata value allocated to the preferred stock. As a result, a beneficial conversion amount of \$8,322,790 was recorded upon issuance of the preferred stock in March 2010. This beneficial conversion amount has been recorded as a deemed dividend as of March 31, 2010 and is included in dividends on preferred stock on the consolidated statement of operations. A beneficial conversion amount of \$2,370,641 was recorded upon issuance of the preferred stock in April 2010. This beneficial conversion amount has been recorded as a deemed dividend as of June 30, 2010 and is included in dividends on preferred stock on the consolidated statement of operations.

Dividends on the 8% Convertible Preferred Stock accrue at an annual rate of 8% of the original issue price and are payable in either cash or common stock. If the dividend is paid in common stock, the number of shares of common stock will equal the quotient of the amount of cash dividends divided by the market price of the stock on the dividend payment date. The dividends are payable quarterly on the 15th day after the quarter-end. The Company anticipates paying the dividends in common stock. The Company has a deficit and, as a result, the dividends will be recorded against additional paid-in capital. At March 31, 2010, the Company recognized dividends of \$34,794 which are included in dividends on preferred stock on the consolidated statement of operations. In April 2010, the Company issued 40,478 shares of common stock in dividends on preferred stock in lieu of cash dividends due as of April 15, 2010. At June 30, 2010, the Company recognized dividends of \$219,392 which are included in dividends on preferred stock on the consolidated statement of operations. In July 2010, the Company issued 179,991 shares of common stock in dividends on preferred stock in lieu of cash dividends due as of July 15, 2010.

5. Stock-Based Compensation

One employee of the Company exercised 105,469 options at an exercise price of \$0.64 per share of common stock for \$67,500 and 52,419 options at an exercise price \$0.75 per share of common stock for \$39,315 during the three months ended June 30, 2010. On June 18, 2010, the Company issued 250,000 stock options to its re-elected members of the board. The options vested on the date of grant. The exercise price is the fair market price on the date of issuance, and all options were outstanding at June 30, 2010.

The compensation cost relating to share-based payment transactions is measured based on the fair value of the equity or liability instruments issued. For purposes of estimating the fair value of each stock option on the date of grant, the Company utilized the Black-Scholes option-pricing model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected volatility factor of the market price of the Company's common stock (as determined by reviewing its historical public market closing prices). Because the Company's employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee and board member stock options. Included in the results for the three and six months ended June 30, 2010, is \$254,149 of stock-based compensation expense which relates to the fair value of stock options. Included in the results for the three and six months ended June 30, 2009, is \$550,937 and \$870,937, respectively, of stock-based compensation expense which relates to the fair value of stock options.

6. Related Party Transaction

The Company paid one non-employee member of the board \$45,000 for consulting services performed as of June 30, 2010. The Company paid another non-employee member of the board \$12,000 for consulting services performed as of June 30, 2010.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion is intended to assist in the understanding and assessment of significant changes and trends related to our results of operations and our financial condition together with our consolidated subsidiaries. This discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q. Historical results and percentage relationships set forth in the statement of operations, including trends which might appear, are not necessarily indicative of future operations.

Capital Structure

Our ability to continue as a going concern is reasonably assured due to our financing completed during 2009 and thus far in 2010, and warrants exercised in 2009 and thus far in 2010. Given our current rate of expenditures, we do not need to raise additional capital unless we commercialize PV-10 on our own to treat metastatic melanoma. Additionally, our existing funds are sufficient to meet what we expect to be minimal necessary expenses until 2012.

We have implemented our integrated business plan, including execution of the current and next phases in clinical development of our pharmaceutical products and continued execution of research programs for new research initiatives.

We intend to proceed as rapidly as possible with a licensure of our dermatology drug product candidate (PH-10) on the basis of our Phase 2 atopic dermatitis and psoriasis results, which are in process of being completed. We intend to also proceed as rapidly as possible with a majority stake asset sale and subsequent licensure of our OTC products that can be sold with a minimum of regulatory compliance and with the further development of revenue sources through a majority stake asset sale and subsequent licensing of our existing medical device, imaging, and biotech intellectual property portfolio. Although we believe that there is a reasonable basis for our expectation that we will become profitable due to both the licensure of PH-10 and the asset sale of a majority stake via a spin-out transaction of the wholly-owned subsidiaries that contain the non-core assets and subsequent licensure of our non-core products, we cannot assure you that we will be able to achieve, or maintain, a level of profitability sufficient to meet our operating expenses.

Our current plans include continuing to operate with our four employees during the immediate future, but we have added two additional consultants to the two we already had, and anticipate adding two more consultants in the next 12 months. Our current plans also include minimal purchases of new property, plant and equipment, and increased research and development for additional clinical trials.

Plan of Operation

With the reorganization of Provectus and PPI and the acquisition and integration into the Company of Valley and Pure-ific, we believe we have obtained a unique combination of core intellectual properties and OTC and other non-core products. This combination represents the foundation for an operating company that we believe will provide both profitability and long-term growth. In 2009 and thus far in 2010, we continued to carefully control expenditures in preparation for both the licensure of PH-10 and the asset sale and licensure or spin out of our OTC products, medical device, imaging, and biotech technologies, and we will issue equity only when it makes sense and primarily for purposes of attracting strategic investors. In the longer term, we expect to continue the process of developing, testing and obtaining the approval of the U. S. Food and Drug Administration (FDA) for prescription drugs in particular.

We have continued to make significant progress with the major research and development projects, most of which have been nearly completed. The Phase 2 trial in metastatic melanoma has been significantly completed, which has

cost approximately \$3,018,000 through June 30, 2010 and is not expected to incur additional cost. Additionally, we planned \$675,000 of expenditures in 2007 and 2008 to substantially advance our work with other oncology indications, which included the third group of our expanded Phase 1 breast carcinoma clinical trial. The third group of our expanded Phase 1 breast carcinoma clinical trial was completed in September 2008. Our Phase 2 psoriasis trial commenced in November 2007 and was completed in December 2009. The study was expected to cost approximately \$1,725,000, of which approximately \$1,678,000 was expended which closes out the study. Our Phase 2 atopic dermatitis trial commenced in May 2008 and was completed in October 2009. The cost is included in the psoriasis trial budget and actual figures. Our Phase 1 liver cancer trial commenced in October 2009 and is expected to cost approximately \$629,000, of which approximately \$506,000 has been expended thus far.

We anticipate expending \$123,000 during the remainder of 2010 after June 30, 2010 for direct clinical trial expense which includes the remaining expenditures for all projects currently planned unless we determine a Phase 3 trial in metastatic melanoma is appropriate. If a Phase 3 trial is not necessary per guidance from the FDA, we will determine if any additional clinical trial expense is beneficial to further developing our core technologies while we seek to license both PH-10 and potentially PV-10 depending on the timing for the optimal deal structure for our stockholders. The table below summarizes our projects, the actual costs expended to date and costs expected for 2010.

| Projects | Planned Project Cost | Expenditures through June 30, 2010 | Remaining after June 30, 2010 |
|--------------|----------------------|---------------------------------------|----------------------------------|
| Melanoma | \$ 3,018,000 | \$ 3,018,000 | \$ -0- |
| Breast/Other | \$ 675,000 | \$ 675,000 | \$ -0- |
| Psoriasis/AD | \$ 1,678,000 | \$ 1,678,000 | \$ -0- |
| Liver | \$ 629,000 | \$ 506,000 | \$ 123,000 |

Comparison of Three and Six Months Ended June 30, 2010 and June 30, 2009

Revenues

OTC Product Revenue was \$-0- in both the three and six months ended June 30, 2010 and 2009. We discontinued our proof-of-concept program in November 2006 and have therefore ceased selling our OTC products. There was no medical device revenue in both the three and six months ended June 30, 2010 and 2009. The lack of medical device revenue resulted due to no emphasis on selling. The Company has designated the OTC and medical device products as non-core and is considering the sale of the underlying assets in conjunction with the planned spin-out of the respective wholly-owned subsidiaries.

Research and Development

Research and development costs of \$2,130,349 for the three months ended June 30, 2010 included payroll of \$1,749,395, consulting and contract labor of \$232,640, legal of \$58,347, insurance of \$12,500, lab supplies and pharmaceutical preparations of \$59,268, rent and utilities of \$16,116, and depreciation expense of \$2,083. Research and development costs of \$1,565,393 for the three months ended June 30, 2009 included payroll of \$1,203,753, consulting and contract labor of \$278,609, legal of \$33,554, insurance of \$31,319, lab supplies and pharmaceutical preparations of \$4,649, rent and utilities of \$11,195, and depreciation expense of \$2,314. The increase in payroll is the result of an increase in bonuses offset partially by lower stock-based compensation expense.

Research and development costs of \$2,923,283 for the six months ended June 30, 2010 included payroll of \$2,328,835, consulting and contract labor of \$323,250, legal of \$91,156, insurance of \$25,000, lab supplies and pharmaceutical preparations of \$117,500, rent and utilities of \$32,853, and depreciation expense of \$4,689. Research and development costs of \$2,481,326 for the six months ended June 30, 2009 included payroll of \$1,721,190, consulting and contract labor of \$550,692, legal of \$85,343, insurance of \$63,647, lab supplies and pharmaceutical preparations of \$26,824, rent and utilities of \$29,002, and depreciation expense of \$4,628. The increase in payroll is the result of an increase in bonuses offset partially by lower stock-based compensation expense. Consulting and contract labor has decreased mainly due to the completion of the Phase 2 studies.

General and Administrative

General and administrative expenses increased by \$950,956 in the three months ended June 30, 2010 to \$3,223,699 from \$2,272,743 for the three months ended June 30, 2009. The increase resulted partially from approximately \$450,000 of additional investor relations and conference expenses. This increase was also a result of approximately \$500,000 in total payroll expenses from bonuses offset partially by lower stock-based compensation.

General and administrative expenses increased by \$1,558,885 in the six months ended June 30, 2010 to \$5,131,052 from \$3,572,167 for the six months ended June 30, 2009. The increase resulted primarily from approximately \$900,000 of additional investor relations and conference expenses. This increase was also a result of approximately \$600,000 in total payroll expenses from bonuses offset partially by lower stock-based compensation expense.

Investment Income

Investment income was insignificant in both the three and six months ended June 30, 2010 and 2009.

13

Cash Flow

Our cash and cash equivalents were \$12,508,472 at June 30, 2010, compared with \$3,237,178 at December 31, 2009. The increase of approximately \$9.2 million was due primarily to cash provided from sales of equity securities and the exercises of warrants during the six months ended June 30, 2010 which was greater than cash used in operating activities.

At our current cash expenditure rate, our cash and cash equivalents will be sufficient to meet our current and planned needs in 2010 and until 2012 without additional cash inflows from the exercise of existing warrants or sales of equity securities. We have enough cash on hand to fund operations until 2012 with the cash on hand at June 30, 2010 due to financings completed thus far in 2010.

We are seeking to improve our cash flow through both the licensure of PH-10 on the basis of our Phase 2 atopic dermatitis and psoriasis results, and the majority stake asset sale and licensure of our OTC products as well as other non-core assets. However, we cannot assure you that we will be successful in either licensing PH-10 or selling a majority stake of the OTC and other non-core assets via a spin-out transaction and licensing our existing non-core products. Moreover, even if we are successful in improving our current cash flow position, we nonetheless plan to seek additional funds to meet our long-term requirements in 2012 and beyond. We anticipate that these funds will otherwise come from the proceeds of private placements, the exercise of existing warrants outstanding, or public offerings of debt or equity securities.

Capital Resources

As noted above, our present cash flow is currently sufficient to meet our short-term operating needs. Excess cash will be used to finance any additional phases in clinical development of our pharmaceutical products that we determine to undertake ourselves versus with a partner. We anticipate that any required funds for our operating and development needs in 2012 and beyond will come from the proceeds of private placements, the exercise of existing warrants outstanding, or public offerings of debt or equity securities. While we believe that we have a reasonable basis for our expectation that we will be able to raise additional funds, we cannot assure you that we will be able to complete additional financing in a timely manner. In addition, any such financing may result in significant dilution to shareholders.

Critical Accounting Policies

Long-Lived Assets

We review the carrying values of our long-lived assets for possible impairment whenever an event or change in circumstances indicates that the carrying amount of the assets may not be recoverable. Any long-lived assets held for disposal are reported at the lower of their carrying amounts or fair value less cost to sell. Management has determined there to be no impairment.

Patent Costs

Internal patent costs are expensed in the period incurred. Patents purchased are capitalized and amortized over their remaining lives, which range from 7-12 years. Annual amortization of the patents is expected to be approximately \$671,000 for the next five years.

Stock-Based Compensation

The compensation cost relating to share-based payment transactions is measured based on the fair value of the equity or liability instruments issued and is expensed on a straight-line basis. For purposes of estimating the fair value of each stock option, on the date of grant, we utilized the Black-Scholes option-pricing model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected volatility factor of the market price of the company's common stock (as determined by reviewing its historical public market closing prices). Because our employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

Warrants to non-employees are generally vested and nonforfeitable upon the date of the grant. Accordingly fair value is determined on the grant date.

Research and Development

Research and development costs are charged to expense when incurred. An allocation of payroll expenses to research and development is made based on a percentage estimate of time spent. The research and development costs include the following: consulting - IT, depreciation, lab equipment repair, lab supplies and pharmaceutical preparations, insurance, legal - patents, office supplies, payroll expenses, rental - building, repairs, software, taxes and fees, and utilities.

New Accounting Pronouncements

None.

Contractual Obligations - Leases

We lease office and laboratory space in Knoxville, Tennessee, on an annual basis, renewable for one year at our option. We have no lease commitments as of June 30, 2010. We are currently leasing on a month-to-month basis.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements regarding, among other things, our anticipated financial and operating results. Forward-looking statements reflect our management's current assumptions, beliefs, and expectations. Words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," and similar expressions are intended to identify forward-looking statements. While we believe that the expectations reflected in our forward-looking statements are reasonable, we can give no assurance that such expectations will prove correct. Forward-looking statements are subject to risks and uncertainties that could cause our actual results to differ materially from the future results, performance, or achievements expressed in or implied by any forward-looking statement we make. Some of the relevant risks and uncertainties that could cause our actual performance to differ materially from the forward-looking statements contained in this report are discussed below under the heading "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q. We caution investors that these discussions of important risks and uncertainties are not exclusive, and our business may be subject to other risks and uncertainties which are not detailed there.

Investors are cautioned not to place undue reliance on our forward-looking statements. We make forward-looking statements as of the date on which this Quarterly Report on Form 10-Q is filed with the SEC, and we assume no obligation to update the forward-looking statements after the date hereof whether as a result of new information or events, changed circumstances, or otherwise, except as required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

None.

Item 4T. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures. Our chief executive officer and chief financial officer have evaluated the effectiveness of the design and operation of our "disclosure controls and procedures" (as that term is defined in Rule 13a-15(e) under the Exchange Act) as of June 30, 2010, the end of the fiscal quarter covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective to ensure that material information relating to the Company and the Company's consolidated subsidiaries is made known to such officers by others within these entities, particularly during the period this Quarterly Report on Form 10-Q was prepared, in order to allow timely decisions regarding required disclosure.

(b) Changes in Internal Controls. There has been no change in our internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company was not involved in any legal proceedings during the fiscal quarter covered by this Quarterly Report of Form 10-Q.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the three months ended June 30, 2010 the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 150,000 shares of common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$112,500. The proceeds received are for general corporate purposes. The transaction is a Regulation S offering to foreign investors as defined by Regulation S of the Securities Act.

During the three months ended June 30, 2010, the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 3,531,250 shares of common stock at a purchase price of \$0.75 to \$0.80 per share, for an aggregate purchase price of \$2,815,000. In connection with the sale of common stock, the Company also issued warrants to an investor to purchase up to 100,000 shares of common stock at an exercise price of \$1.00 per share. During the three months ended June 30, 2010, the Company paid \$365,949 and issued 353,125 shares of common stock at a fair market value of \$462,594 to Network 1 Financial Securities, Inc. as a placement agent for this transaction. The cash costs have been off-set against the proceeds received, which are for general corporate purposes.

During the three months ended June 30, 2010 the Company completed a private placement transaction with accredited investors pursuant to which the Company sold a total of 200,000 shares of common stock at a purchase price of \$1.00 per share, for an aggregate purchase price of \$200,000. The proceeds received are for general corporate purposes.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

(a) Our annual meeting of shareholders was held on June 17, 2010.

(b) The following is a list of all nominees for Director of the Company who were elected at the annual meeting and whose term of office continued after the annual meeting:

H. Craig Dees
Timothy C. Scott
Eric A. Wachter
Stuart Fuchs
Kelly M. McMasters

(c) There were present at the annual meeting in person or by proxy 49,410,994 common shares of our stock out of a total of 88,593,580 shares issued, outstanding, and entitled

to vote at the annual meeting (approximately 56%).

(d) The results of the vote of the shareholders taken at the annual meeting by ballot and by proxy as solicited by us on behalf of the board of directors for the election of the nominees for our board of directors were as follows:

| Nominee | For | Withhold Authority |
|--------------------|------------|--------------------|
| H. Craig Dees | 19,569,143 | 245,669 |
| Timothy C. Scott | 19,504,688 | 310,124 |
| Eric A. Wachter | 19,494,888 | 320,024 |
| Stuart Fuchs | 19,553,818 | 261,094 |
| Kelly M. McMasters | 19,586,743 | 228,169 |

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(e) To approve an amendment to the Amended and Restated 2002 Stock Plan, as amended, to increase the number of shares of our common stock reserved for issuance from 10,000,000 to 15,000,000:

| For | Against | Abstain |
|------------|-----------|-----------|
| 16,882,014 | 1,108,235 | 1,829,605 |

(f) To ratify the selection of BDO USA, LLP (formerly known as BDO Seidman, LLP) as our independent auditor for 2010:

| For | Against | Abstain |
|------------|---------|---------|
| 48,453,772 | 544,005 | 413,217 |

Item 5. Other Information.

None.

Item 6. Exhibits.

- 31.1 Certification Pursuant to Rule 13a-14(a) (Section 302 Certification), dated August 13, 2010, executed by H. Craig Dees, Ph.D., Chief Executive Officer of the Company.
- 31.2 Certification Pursuant to Rule 13a-14(a) (Section 302 Certification), dated August 13, 2010, executed by Peter R. Culpepper, Chief Financial Officer of the Company.
- 32.1 Certification Pursuant to 18 U.S.C. ss. 1350 (Section 906 Certification), dated August 13, 2010, executed by H. Craig Dees, Ph.D., Chief Executive Officer of the Company, and Peter R. Culpepper, Chief Financial Officer of the Company.

Signatures

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROVECTUS PHARMACEUTICALS, INC.

Date: August 13, 2010

By: /s/ H. Craig Dees, Ph.D.
H. Craig Dees, Ph.D.
Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
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