

PROVECTUS BIOPHARMACEUTICALS, INC.  
Form 424B3  
January 20, 2016  
Table of Contents

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-208816

**OFFER LETTER/PROSPECTUS**

**OFFER TO HOLDERS OF**

**FIVE-YEAR COMMON STOCK WARRANTS OF PROVECTUS BIOPHARMACEUTICALS, INC.**

**TO RECEIVE UPON EXERCISE OF SUCH WARRANTS, IN ADDITION TO THE COMMON STOCK PURCHASED, AN EQUAL NUMBER OF NEW \$0.85 COMMON STOCK WARRANTS EXPIRING JUNE 19, 2020 (THE REPLACEMENT WARRANTS )**

**AND**

**PROSPECTUS FOR (i) 59,861,601 SHARES OF COMMON STOCK ISSUABLE UPON EXERCISE OF THE EXISTING WARRANTS, (ii) THE REPLACEMENT WARRANTS and (iii) 59,861,601 SHARES OF COMMON STOCK ISSUABLE UPON EXERCISE OF THE REPLACEMENT WARRANTS**

**THE EXCHANGE OFFER EXPIRES AT 4:00 P.M., EASTERN TIME,  
ON FEBRUARY 15, 2016 UNLESS WE EXTEND THE OFFER**

**The Offer**

For a limited period of time, Provectus Biopharmaceuticals, Inc. ( we, us, or the Company ) is offering to certain of its holders of outstanding warrants the opportunity to receive new warrants expiring June 19, 2020 upon the exercise of their warrants (the Exchange Offer or the Offer ). The Offer is being made to certain holders of our warrants to purchase shares of common stock, \$0.001 par value per share ( Common Stock ), issued between January 6, 2011 and November 1, 2015 (the Existing Warrants ) in transactions exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act ). The Offer is to temporarily modify the terms of such Existing Warrants so that each holder who tenders Existing Warrants during the Offer Period (as defined below) for early exercise will be able to do so at a discounted exercise price of \$0.75 per share (Existing Warrants currently have exercise prices ranging between \$1.00 and \$3.00 per share). The Company will receive all of the proceeds from the exercise of the

Existing Warrants. During the Offer Period, each Existing Warrant holder who tenders Existing Warrants for exercise will receive, in addition to the shares of Common Stock purchased upon exercise, new warrants expiring June 19, 2020 to purchase an equal number of shares of our Common Stock at an exercise price of \$0.85 per share (each, a Replacement Warrant and collectively the Replacement Warrants). Such exchange of Existing Warrants for shares of Common Stock and Replacement Warrants on the terms described herein is referred to in this Offer Letter/Prospectus as the Warrant Exchange Transaction.

We are offering pursuant to this Offer Letter/Prospectus 59,861,601 shares of our Common Stock for issuance upon exercise of the Existing Warrants. The terms of each of the Existing Warrants are substantially identical to each other except for the exercise prices and the expiration dates of the Existing Warrants.

We are also offering pursuant to this Offer Letter/Prospectus 59,861,601 Replacement Warrants and 59,861,601 shares of our Common Stock for issuance upon exercise of the Replacement Warrants. The terms of the Replacement Warrants will be identical to the terms of the warrants we issued in connection with our public offering of Common Stock and warrants (the June 2015 Warrants) that we completed on June 24, 2015 (the June 2015 Offering). The June 2015 Warrants began trading on the NYSE MKT LLC (the NYSE MKT) under the ticker symbol PVCTWS on June 22, 2015. At this time, only the June 2015 Warrants are listed on NYSE MKT, and there is currently no public market for our Existing Warrants. The June 2015 Warrants have an exercise price of \$0.85 per share, are exercisable immediately and will expire on June 19, 2020. We intend to list the Replacement Warrants and the Common Stock issuable upon the exercise of the Replacement Warrants on the NYSE MKT after the closing of this Offer. However, there can be no assurance that the Replacement Warrants and the Common Stock issuable upon the exercise of the Replacement Warrants will be approved for listing on the NYSE MKT.

## Table of Contents

The Offer is made upon the terms and conditions in this Offer Letter/Prospectus and related Letter of Transmittal. The Offer will be open until February 15, 2016 at 4:00 p.m. Eastern Time, unless earlier withdrawn or otherwise extended by the Company (the period during which the Offer is open, giving effect to any withdrawal or further extension, is referred to herein as the Offer Period). The Offer is not made to those holders who reside in states or other jurisdictions where an offer, solicitation or sale would be unlawful. We will pay no interest on the cash tendered for the exercise price of the Existing Warrants regardless of any extension of, or amendment to, the Offer or any delay. The Company may withdraw the Offer only if the conditions of the Offer are not satisfied prior to expiration of the Offer Period. Promptly upon any such withdrawal, the Company will return the tendered Existing Warrants along with the cash delivered therewith.

You may tender some or all of your Existing Warrants on the terms set forth herein. ***If you elect to tender Existing Warrants in response to this Offer, please follow the instructions in this document and the related documents, including the Letter of Transmittal.*** If you tender Existing Warrants, you may withdraw your tendered Existing Warrants before the expiration of the Offer Period and retain them on their original terms, by following the instructions herein. If the Offer Period is extended, you may withdraw your tendered Existing Warrants at any time until the expiration of such extended Offer Period. In addition, Existing Warrants that are not accepted by us for payment by March 1, 2016 may be withdrawn after such date.

**Existing Warrants which are not tendered, or which are tendered and withdrawn in accordance with the procedures herein, will retain their current terms. The Existing Warrants have exercise prices ranging from \$1.00 to \$3.00 per share and expire between January 6, 2016 and November 1, 2020.**

During the Offer Period, holders of Existing Warrants may not transfer their Existing Warrants, other than to other holders of Existing Warrants.

This Offer is conditioned upon the existence of an effective Registration Statement on Form S-4 regarding the Common Stock issuable upon exercise of the Existing Warrants, the Replacement Warrants and the Common Stock issuable upon exercise of the Replacement Warrants and the approval for the listing of the Replacement Warrants on the NYSE MKT.

The Company's board of directors (the Board) has unanimously approved this Offer. Neither the Board nor any of the Company's officers or employees, Maxim Group LLC (Maxim), Network 1 Financial Securities, Inc. (Network 1), Broadridge Corporate Issuer Solutions, Inc. (Broadridge) or any other person is, however, making any recommendation as to whether you should exercise your Existing Warrants. Each holder of an Existing Warrant must make his, her or its own decision as to whether to exercise some or all of his, her or its Existing Warrant after reading this prospectus and the documents incorporated by reference herein and consulting with your advisors.

If you have any questions or need assistance, you should contact the Company, Maxim, Network 1 or Broadridge as provided in this Offer Letter/Prospectus. See The Exchange Offer Additional Information; Miscellaneous beginning on page 31.

We will amend our offering materials, including this Offer Letter/Prospectus, to the extent required by applicable securities laws to disclose any material changes to information previously published, sent or given to Existing Warrant holders.

**The securities offered by this Offer Letter/Prospectus involve a high degree of risk.**

See [Risk Factors](#) beginning on page 10.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined that this prospectus is truthful or complete. A representation to the contrary is a criminal offense.

*The Lead Dealer Manager for the Exchange Offer is:*

**Maxim Group LLC**

*The Co-Dealer Manager for the Exchange Offer is:*

**Network 1 Financial Securities, Inc.**

**The date of this prospectus is January 20, 2016.**

**Table of Contents**

**Table of Contents**

<u>ABOUT THIS PROSPECTUS</u>	1
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	1
<u>INCORPORATION OF CERTAIN INFORMATION BY REFERENCE</u>	1
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	3
<u>PROSPECTUS SUMMARY</u>	4
<u>RISK FACTORS</u>	10
<u>THE EXCHANGE OFFER</u>	13
<u>SELECTED FINANCIAL DATA</u>	33
<u>USE OF PROCEEDS</u>	35
<u>DETERMINATION OF PRICE OF EXISTING WARRANTS AND REPLACEMENT WARRANTS</u>	36
<u>DILUTION</u>	36
<u>PLAN OF DISTRIBUTION</u>	38
<u>DESCRIPTION OF SECURITIES TO BE REGISTERED</u>	39
<u>LEGAL MATTERS</u>	40
<u>EXPERTS</u>	40

**Table of Contents**

**ABOUT THIS PROSPECTUS**

This Offer Letter/Prospectus is not an offer or solicitation in respect to these securities in any jurisdiction in which such offer or solicitation would be unlawful. This Offer Letter/Prospectus is part of a Registration Statement on Form S-4 that we filed with the SEC. The Registration Statement that contains this Offer Letter/Prospectus (including the exhibits to the Registration Statement) contains additional information about the Company and the securities offered pursuant to this Offer Letter/Prospectus. That Registration Statement can be read at the SEC's website or at the SEC's offices. See [Where You Can Find More Information](#).

You should rely only on the information provided in this Offer Letter/Prospectus, including the documents incorporated by reference herein, the documents filed as exhibits to the registration statement that contains this Offer Letter/Prospectus, or any supplement or amendment to this Offer Letter/Prospectus. We have not authorized anyone else to provide you with different information or additional information. You should not assume that the information in this Offer Letter/Prospectus, including the documents incorporated by reference herein, the documents filed as exhibits to the registration statement that contains this Offer Letter/Prospectus, or any supplement or amendment to this Offer Letter/Prospectus, is accurate at any date other than the date indicated on the cover page of such documents. We will amend our offering materials, including this Offer Letter/Prospectus, to the extent required by applicable securities laws to disclose any material changes to information previously published, sent or given to holders of the Existing Warrants.

**WHERE YOU CAN FIND MORE INFORMATION**

Before you decide whether to invest in the Replacement Warrants and Common Stock, you should read this prospectus and the information we otherwise file with the SEC. We file reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act). You may read and copy this information from the Public Reference Room of the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The address of that website is [www.sec.gov](http://www.sec.gov).

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Offer Letter/Prospectus incorporates by reference information that we have filed with the SEC pursuant to the Exchange Act, which means that we are disclosing important information to you by referring you to those documents. Any statement contained in this Offer Letter/Prospectus or in any document incorporated or deemed to be incorporated by reference into this Offer Letter/Prospectus will be deemed modified or superseded for the purposes of this Offer Letter/Prospectus to the extent that a statement contained in this Offer Letter/Prospectus or any subsequently filed document which also is, or is deemed to be, incorporated by reference into this Offer Letter/Prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Offer Letter/Prospectus. Accordingly, we incorporate by reference the specific documents listed below and any future filings made with the SEC after the date hereof pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act which will be deemed to be incorporated by reference into this Offer Letter/Prospectus and to be part of this Offer Letter/Prospectus from the date we subsequently file such reports and documents after the date hereof and prior to the effectiveness of the registration statement of which this Offer Letter/Prospectus forms a part:

our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 12, 2015 (including the information specifically incorporated by reference therein from our definitive proxy statement on Schedule 14A, filed with the SEC on April 30, 2015);

**Table of Contents**

our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015, filed with the SEC on May 7, 2015;

our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2015, filed with the SEC on August 6, 2015;

our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the SEC on November 5, 2015;

our Current Reports on Form 8-K, filed with the SEC on January 2, 2015, June 19, 2015, June 22, 2015, June 24, 2015 and October 2, 2015; and

the description of our Common Stock contained in our Registration Statement on Form 8-A filed with the SEC on April 30, 2014, including any subsequent amendment or any report filed for the purpose of updating such description.

Notwithstanding the foregoing, we are not incorporating by reference information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K (including any Form 8-K itemized above), including the related exhibits, nor in any document or information deemed to have been furnished and not filed in accordance with SEC rules.

This Offer Letter/Prospectus incorporates important business and financial information about us from documents that are not included in or delivered with this prospectus. You may have already been sent some of the documents incorporated by reference, but you can obtain any of them through the SEC's website at <http://www.sec.gov> or from us, excluding all exhibits (unless an exhibit has been specifically incorporated herein by reference), free of charge, by requesting them in writing or by telephone from us at the following address:

Provectus Biopharmaceuticals, Inc.

Attn: Peter R. Culpepper

7327 Oak Ridge Highway, Suite A

Knoxville, Tennessee 37931

(866) 594-5999

**In order to obtain timely delivery of any of the documents noted above, you must request the information no later February 8, 2016.**

**Table of Contents**

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Offer Letter/Prospectus, including the documents incorporated by reference herein, and any free writing prospectus that we have authorized for use in connection with this offering contain forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as may, will, would, should, expects, plans, anticipates, intends, target, projects, contemplates, believes, estimates, predicts, assume, intend, seeks, potential, or similar words or the negative of these terms. These statements are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in **Risk Factors** and in our periodic filings with the SEC, incorporated by reference or included in this Offer Letter/Prospectus. Accordingly, you should not place undue reliance upon these forward-looking statements. We cannot assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur. Also, the timing of events and circumstances and actual results could differ materially from those projected in the forward-looking statements.

We have included important factors in the cautionary statements included in this Offer Letter/Prospectus and incorporated herein by reference, including under the caption entitled **Risk Factors** that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Such risks and uncertainties relate to, among other factors:

general economic or industry conditions;

our ability to fund our working capital needs and clinical trials;

our ability to complete the development of our prescription drug candidates, PV-10 and PH-10, on a timely basis or at all;

our ability to secure all FDA and other regulatory approvals;

the development of pharmaceutical products that may be superior to our drug candidates;

securing and protecting our intellectual property, and enforcing breaches of our intellectual property;

clinical results not anticipated by management;

changes in accounting principles, policies or guidelines;

financial or political instability;

acts of war or terrorism; and

other economic, competitive, governmental, regulatory and technical factors affecting our operations, our two prescription drug candidates and our intellectual property and other non-core technologies.

The forward-looking statements made or incorporated by reference in this Offer Letter/Prospectus relate only to events as of the date on which the statements are made. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make. Except as required by law, we do not assume any intent to update any forward-looking statements after the date on which the statement is made, whether as a result of new information, future events or circumstances or otherwise.

**Table of Contents**

**PROSPECTUS SUMMARY**

*This summary provides a brief overview of the key aspects of this offering. Because it is only a summary, it does not contain all of the detailed information contained elsewhere in this Offer Letter/Prospectus or in the documents included as exhibits to the registration statement that contains this Offer Letter/Prospectus. Accordingly, you are urged to carefully review this Offer Letter/Prospectus in its entirety (including all documents filed as exhibits to the registration statement that contains this Offer Letter/Prospectus, which may be obtained by following the procedures set forth herein in the section entitled "Where You Can Find More Information").*

**Overview**

**The Company** Provectus Biopharmaceuticals, Inc., a Delaware corporation, is a development-stage biopharmaceutical company that is primarily engaged in developing ethical pharmaceuticals for oncology and dermatology indications.

**Corporate Contact Information** Our principal executive offices are located at 7327 Oak Ridge Highway, Suite A, Knoxville, Tennessee 37931, and our telephone number is 1-866-597-5999.

**Exchange Offer**

**Warrants that qualify for the Exchange Offer** As of December 28, 2015 we had outstanding Existing Warrants to purchase an aggregate of 59,861,601 shares of Common Stock, which were issued between January 6, 2011 and November 1, 2015 in transactions exempt from registration under the Securities Act. Each Existing Warrant has an exercise price of between \$1.00 and \$3.00 per share (not taking into account the discounted exercise price), and expires between January 6, 2016 and November 1, 2020. We are offering pursuant to this Offer Letter/Prospectus 59,861,601 shares of our Common Stock for issuance upon exercise of the Existing Warrants. The shares issued upon exercise of the Existing Warrants will be unrestricted and freely transferable.

**Market Price of the Common Stock and Existing Warrants** Our Common Stock is listed on the NYSE MKT under the symbol PVCT . On December 28, 2015, the last reported sale price of our Common Stock was \$0.39. See "The Exchange Offer Price Range of Common Stock" beginning on page 24. The June 2015 Warrants are listed on the NYSE MKT under the ticker symbol PVCTWS. On December 28, 2015, the last reported sale price for the June 2015 Warrants was \$0.2594.

There is no established trading market for the Existing Warrants.

The Exchange Offer/Terms of Replacement Warrants The Offer is to temporarily modify the terms of the Existing Warrants so that each holder who tenders Existing Warrants during the Offer Period for early exercise will be able to do so at a discounted exercise price of \$0.75 per share (Existing Warrants currently have an exercise price ranging between \$1.00 and \$3.00 per share). Each Existing Warrant holder who tenders Existing Warrants for early exercise during the Offer Period will receive, in addition to the shares of

**Table of Contents**

Common Stock purchased upon exercise, an equal number of Replacement Warrants. Each Replacement Warrant will have a cash exercise price of \$0.85 per share and will expire on June 19, 2020, unless sooner exercised.

For example, if an Existing Warrant holder tenders 1,000 Existing Warrants during the Offer Period that have an exercise price of \$3.00, the Existing Warrant holder will be required to pay an exercise price of \$0.75 per share, for a total of \$750 (rather than \$3,000), and will receive as a result of the exercise of the Existing Warrant 1,000 shares of our Common Stock plus a Replacement Warrant to purchase 1,000 shares of our Common Stock at an exercise price of \$0.85. See [The Exchange Offer General Terms Terms of the Replacement Warrants](#) beginning on page 16.

The Company expects the Replacement Warrants and the Common Stock issuable upon the exercise of the Replacement Warrants to be listed on the NYSE MKT under ticker symbol [PVCTWS](#) and [PVCT](#), respectively. The listing of the Replacement Warrants and the Common Stock issuable upon the exercise of the Replacement Warrants on the NYSE MKT is dependent upon the existence of an effective registration statement regarding the Replacement Warrants and the cooperation of the NYSE MKT for the Replacement Warrants.

This Offer is being made to all Existing Warrant holders except those holders who reside in states or other jurisdictions where an offer, solicitation or sale would be unlawful. The purpose of the Offer is to provide an incentive to exercise the Existing Warrants and thereby raise additional capital for the Company. See [The Exchange Offer General Terms](#) and [Background and Purpose of the Exchange Offer](#) beginning on pages 13 and 22, respectively.

Expiration Date of Exchange Offer

4:00 p.m., Eastern Time, on February 15, 2016, unless earlier withdrawn or extended by the Company. All Existing Warrants and related paperwork, as well as payment for Existing Warrants exercised for cash, must be received by the depositary by this time, as described in this Offer Letter/Prospectus.

If the Offer Period is extended, the Company will make a public announcement of such extension by no later than 9:00 a.m., Eastern Time, on the next business day following the scheduled expiration date of the Offer.

The Company may withdraw the Offer only if the conditions of the Offer are not satisfied prior to expiration of the Offer Period. Promptly upon any such withdrawal, the Company will return the tendered Existing Warrants along with the cash delivered therewith. The Company will announce any intention to withdraw the offer by disseminating notice by public announcement or otherwise as permitted by applicable law.

**Table of Contents**

See [The Exchange Offer General Terms Exchange Offer Period](#) beginning on page 16.

**Withdrawal Rights**

If you tender your Existing Warrants and change your mind, you may withdraw your tendered Existing Warrants at any time until the expiration of the Offer Period, as described in greater detail in the section entitled [The Exchange Offer Withdrawal Rights](#) beginning on page 19. If the Offer Period is extended, you may withdraw your tendered Existing Warrants at any time until the expiration of such extended Offer Period. In addition, Existing Warrants that are not accepted by the Company for payment by March 1, 2016 may be withdrawn after such date.

**Participation by Officers, Directors and Affiliates**

Certain of our directors, officers and affiliates intend to exercise their Existing Warrants in accordance with the terms of the Offer: Jan Koe, director of the Company, intends to exercise 350,000 Existing Warrants, Eric A. Wachter, PhD, Chief Technology Officer of the Company, intends to exercise 666,666 Existing Warrants and Peter R. Culpepper, Chief Financial Officer and Chief Operating Officer of the Company, intends to exercise 266,666 Existing Warrants.

**Absence of Dissenters' Rights**

Holders of the Existing Warrants do not have any appraisal or dissenters rights under applicable law in connection with the Offer.

**Tax Consequences of the Exchange Offer**

For U.S. federal income tax purposes, we intend to treat an Existing Warrant holder's participation in the Offer as a deemed material modification of the terms of the Existing Warrant which qualifies as a tax-free recapitalization exchange, followed by an exercise of the modified Existing Warrant for Common Stock and the Replacement Warrant, which would not result in the recognition of taxable income. The U.S. federal income tax consequences of participation in the Offer are, however, uncertain. Alternative characterizations are possible, and such alternative characterizations could result in taxable income being recognized currently by a holder that participates in the Offer.

See [The Exchange Offer U.S. Federal Income Tax Consequences](#) beginning on page 27.

**Conditions of the Exchange Offer**

The conditions of the Offer are:

the existence of an effective registration statement regarding the Replacement Warrants, and the Common Stock issuable upon the

exercise of Existing Warrants and Replacement Warrants;

each Existing Warrant holder desiring to participate in the Offer delivering to the depositary in a timely manner a completed Letter of Transmittal, Notice of Guaranteed Delivery, along with the holder's Existing Warrants and proper discounted cash payment (in the form of a certified bank check or by wire transfer of immediately available funds, payable to the depositary); and

**Table of Contents**

approval for the listing of the Replacement Warrants on the NYSE MKT.

We may withdraw the Offer only if the conditions of the Offer are not satisfied prior to expiration of the Offer Period. Promptly upon any such withdrawal, we will return the tendered Existing Warrants along with the cash delivered therewith. We will announce any intention to withdraw by disseminating notice by public announcement or otherwise as permitted by applicable law.

Except for the requirements of applicable federal and state securities laws, we know of no federal or state regulatory requirements to be complied with or approvals to be obtained by us in connection with the Offer. In the event that we make material changes to the Offer, we may be required to file an amendment to this Registration Statement.

See The Exchange Offer Extension of Exchange Offer Period; Termination; Amendments; Conditions beginning on page 26.

**Risk Factors**

There are risks associated with participating in the Offer. For a discussion of some of the risks you should consider before deciding whether to participate in the Offer, you are urged to carefully review and consider the information in the section entitled Risk Factors beginning on page 10.

**How to Tender Existing Warrants**

To tender your Existing Warrants, you must complete one of the actions described in this Offer Letter/Prospectus in the section entitled The Exchange Offer Procedure for Exercising and Tendering Existing Warrants beginning on page 17 before the expiration of the Offer Period. You may also contact the Company or your broker for assistance.

**Further Information**

If you have any questions or need assistance, you should contact the Company, Maxim, Network 1 or Broadridge as provided in this Offer Letter/Prospectus. See The Exchange Offer Additional Information; Miscellaneous beginning on page 31.

We will amend our offering materials, including this Offer Letter/Prospectus, to the extent required by applicable securities laws to disclose any material changes to information previously published, sent or given to Existing Warrant holders.

Co-Dealer Managers

The co-dealer managers for the Offer are Maxim and Network 1.

Dealer Manager Fees and Expenses

The Company will (i) pay to Maxim a dealer manager fee consisting of a cash payment equal to four percent (4.0%) of the total proceeds received from the exchange of the Existing Warrants participating in the Offer; (ii) pay Maxim an investment banking advisory fee consisting of a cash payment equal to two percent (2.0%) of the total proceeds received by the Company in the Offer; (iii) pay Maxim

**Table of Contents**

\$25,000 as an advance to be applied toward Maxim's anticipated out-of-pocket expenses; and (iv) issue to Maxim (or its designated affiliates) warrants to purchase shares of Common Stock covering such number of shares of Common Stock equal to six percent (6.0%) of the total number of shares of the Common Stock underlying the Existing Warrants exercised in connection with the Offer, other than Existing Warrants exercised pursuant to the Offer by clients of Network 1, as discussed below. Maxim will pay to Network 1 a cash fee equal to 100% of Maxim's dealer manager fee for any Existing Warrants that are tendered by clients of Network 1 in the Offer.

In connection with the exercise of any Existing Warrants pursuant to the Offer held by clients of Network 1, the Company will (i) issue Maxim (or its designated affiliates) warrants to purchase shares of Common Stock covering such number of shares of Common Stock equal to three percent (3.0%) of the total number of shares of the Common Stock underlying the Existing Warrants exercised by clients of Network 1 in the Offer; and (ii) issue Network 1 warrants to purchase shares of Common Stock covering such number of shares of Common Stock equal to three percent (3.0%) of the total number of shares of the Common Stock underlying the Existing Warrants exercised by clients of Network 1 in the Offer.

Depository

The depository for the Offer is Broadridge.

**Securities Issuable in Exchange Offer**

The Company is offering 59,861,601 shares of Common Stock for issuance upon exercise of the Existing Warrants during or after the Offer Period. The Existing Warrants will have an exercise price of \$0.75 per share (after taking into account the discounted exercise price), subject to adjustment pursuant to the terms of the Existing Warrants.

The Company is offering 59,861,601 shares of Common Stock, which are issuable upon exercise of the Replacement Warrants during or after the Offer Period. The Replacement Warrants have an exercise price of \$0.85 per share, subject to adjustment pursuant to the terms of the Replacement Warrants, and will expire on June 19, 2020, unless sooner exercised.

Set forth below is information regarding outstanding Common Stock and Common Stock to be issued in connection with the Exchange Offer.

Common Stock outstanding before the exercise of Existing Warrants and Replacement Warrants <sup>(1)</sup>	204,979,100 shares
Common Stock issuable under the Existing Warrants	59,861,601 shares
Common Stock issuable under the Replacement Warrants <sup>(2)</sup>	59,861,601 shares
	324,702,302 shares

Common Stock outstanding after the exercise of Existing Warrants and Replacement Warrants<sup>(3)</sup>

- (1) The calculation is based on the number of shares of Common Stock outstanding as of December 28, 2015, not including 59,861,601 shares of Common Stock issuable upon exercise of the Existing Warrants and approximately 30,889,994 shares of Common Stock issuable upon exercise of various other warrants and options to purchase Common Stock not subject to the Exchange Offer.

**Table of Contents**

- (2) Assumes all outstanding Existing Warrants are tendered in the Offer.
- (3) In order to show the effect of the Exchange Offer on the number of shares of Common Stock outstanding, the exercise of all Existing Warrants during the Offer Period and the exercise of all Replacement Warrants is assumed. The calculation is based on the number of shares of Common Stock outstanding as of December 28, 2015, not including approximately 30,889,994 shares of Common Stock issuable upon exercise of various other warrants and options to purchase Common Stock not subject to the Exchange Offer.

**Table of Contents**

**RISK FACTORS**

*An investment in the Replacement Warrants and the Common Stock involves a high degree of risk. You should carefully consider the risks described below and the risk factors incorporated by reference herein, as well as the other information included or incorporated by reference in this Offer Letter/Prospectus, including the financial statements and related notes incorporated by reference into this Offer Letter/Prospectus, before deciding to exchange your Existing Warrants for Replacement Warrants pursuant to this Offer. Certain risks related to us and our business are contained in our Annual, Quarterly or Current Reports that we file with the SEC and that are incorporated by reference in this Offer Letter/Prospectus. See the section titled *Where You Can Find More Information* for information about how to obtain a copy of these documents. If any of these risks actually occur, our business, financial condition, operating results, or cash flow could be materially and adversely affected. Additional risks or uncertainties not presently known to us, or that we currently deem immaterial, also may impair our business operations. We cannot assure you that any of these events will not occur and if such events do occur, the value of our Common Stock and the Replacement Warrants could decline substantially.*

**Risks Related to Our Business**

For a discussion of the risks and uncertainties related to our business, please read *Risk Factors* in our Annual Report on Form 10-K filed with the SEC on March 12, 2015, which is incorporated by reference into this Offer Letter/Prospectus.

**Risks Related to the Exchange Offer**

*There is no assurance that the Replacement Warrants will be listed on the NYSE MKT, and they may be illiquid and difficult to sell.*

The June 2015 Warrants are currently listed on the NYSE MKT. We have applied for the Replacement Warrants to be listed on the NYSE MKT. We will need to satisfy certain qualitative and quantitative requirements for the Replacement Warrants to be listed on the NYSE MKT. We cannot assure you that we will be able to meet these additional listing requirements or that our application will be approved by the NYSE MKT. Therefore, there is no assurance that the Replacement Warrants will be listed on the NYSE MKT. If the Replacement Warrants are not listed on the NYSE MKT, we will not be able to consummate the Offer and issue the Replacement Warrants.

In addition, it is likely that there will be relatively small trading volume in the Replacement Warrants, even if they are listed, and this will likely make it difficult for our warrant holders to sell their Replacement Warrants as, and when, they choose. As a result, investors may not always be able to resell such Replacement Warrants publicly at the times and prices that they feel are fair or appropriate.

*If you participate in the Exchange Offer and exercise your Existing Warrants, you are paying an exercise price at a premium over the market price of the Common Stock and could only sell the Common Stock you acquire upon exercise of your Existing Warrants at a loss.*

As of December 28, 2015, the market price of our Common Stock was \$0.39. If you participate in the Exchange Offer and exercise your Existing Warrants, you will pay \$0.75 for each share of Common Stock you receive upon exercise of your Existing Warrant (after taking into account the discounted exercise price), which is \$0.36 more than the market price of our Common Stock on December 28, 2015. As a result, you will only be able to sell the shares of Common Stock you acquire through participation in the Exchange Offer at a loss unless and until the market price of our Common Stock exceeds such exercise price.

***The exercise prices of the Existing Warrants and the Replacement Warrants have been arbitrarily determined.***

The exercise prices of the Existing Warrants were and the Replacement Warrants have been arbitrarily determined. The exercise price of the Existing Warrants was originally determined by our Board at the time of

## **Table of Contents**

each issuance of such Existing Warrants. Our Board established the exercise price for the Replacement Warrants based on its estimation of those terms that would encourage holders of Existing Warrants to participate in the Offer. The exercise prices of the Existing Warrants and the Replacement Warrants bear no relationship to our assets, book value, lack of earnings, net worth or other recognized criteria of value, including our quoted Common Stock and warrant prices.

***Because we will have broad discretion over the use of the net proceeds from the exercise of the Existing Warrants, you may not agree with how we use the proceeds.***

We will have broad discretion with respect to the use of the proceeds for the exercise of the Existing Warrants. While we currently anticipate that we will use the net proceeds for clinical development, working capital and general corporate purposes. We cannot estimate precisely the allocation of the net proceeds from this offering. The amounts and timing of the expenditures may vary significantly, depending on numerous factors. Some of these factors include the amount of cash used in our operations, progress of our clinical trials, and other development efforts, including immunology work for both our oncology and dermatology programs to determine the unique immuno-chemoablative and anti-inflammatory characteristics of our respective drug product candidates. Accordingly, our management will have broad discretion in the application of the net proceeds from the exercise of the Existing Warrants. Until we use the net proceeds from the exercise of the tendered Existing Warrants, we intend to invest the funds in short-term, investment grade, interest-bearing securities and short-term U.S. Treasury bills.

***If you elect to tender Existing Warrants and purchase Common Stock in this offering, you will experience immediate dilution.***

If you elect to tender Existing Warrants in response to the Offer and purchase our Common Stock, you will experience immediate dilution, which would have been \$0.51 per share as of September 30, 2015, because the price that you pay for our Common Stock will be greater than the net tangible book value per share of our Common Stock. See Dilution on page 36 for more information.

***The issuance and sale of Common Stock upon exercise of the Existing Warrants and Replacement Warrants may depress the market price of our Common Stock.***

If all 59,861,601 Existing Warrants are exercised pursuant to this Exchange Offer, the price of our Common Stock may decline. In addition, the Common Stock issuable upon exercise of the Existing Warrants and Replacement Warrants may represent overhang that may also adversely affect the market price of our Common Stock. Overhang occurs when there is a greater supply of a company's stock in the market than there is demand for that stock. When this happens the price of the company's stock will decrease, and any additional shares which stockholders attempt to sell in the market will only further decrease the share price. If the share volume of our Common Stock cannot absorb shares sold by the Existing Warrant and Replacement Warrant holders, then the value of our Common Stock will likely decrease.

***In the event you elect not to exchange your Existing Warrants for Replacement Warrants, your Existing Warrants will have no trading market and will remain illiquid.***

The Company plans to list the Replacement Warrants on NYSE MKT, but will not list the Existing Warrants. Accordingly, if you retain your Existing Warrant, there is no trading market for such Existing Warrant and it will remain subject to resale restrictions under federal securities laws. This will make the Existing Warrants more difficult to sell.

***There must be a current prospectus in effect in order for you to exercise the Existing Warrants and the Replacement Warrants.***

Investors will be able to exercise the Existing Warrants and the Replacement Warrants only if a current prospectus relating to the Common Stock underlying such Existing Warrants and Replacement Warrants is then

**Table of Contents**

in effect and only if such securities are qualified for sale or exempt from qualification under the applicable securities laws of the states in which the various holders of warrants reside. Although we will use our best efforts to maintain the effectiveness of a current prospectus covering the Common Stock underlying the Existing Warrants and the Replacement Warrants, there can be no assurance that we will be able to do so. We will be unable to issue Common Stock to those persons desiring to exercise their Existing Warrants or Replacement Warrants if a current prospectus covering the Common Stock issuable upon the exercise of the warrants is not kept effective or if such Common Stock is not qualified nor exempt from qualification in the states in which the holders of the warrants reside.

**Table of Contents****THE EXCHANGE OFFER**

*Participation in the Offer involves a number of risks, including, but not limited to, the risks identified in the section entitled Risk Factors. Existing Warrant holders should carefully consider these risks and are urged to speak with their personal financial, investment and/or tax advisor as necessary before deciding whether or not to participate in this Offer. In addition, we strongly encourage you to read this Offer Letter/Prospectus in its entirety and the publicly-filed information about the Company referenced herein, before making a decision regarding the Offer.*

**This Exchange Offer will expire at on February 15, 2016 at 4:00 p.m. Eastern (such date and time may be extended in accordance with applicable law). You may withdraw your Existing Warrants that you tendered in the Exchange Offer on or prior to this date.**

**General Terms**

For a limited period of time, the Company is offering to certain of its holders of Existing Warrants the opportunity to receive Replacement Warrants upon the exercise of their Existing Warrants. The Offer is to temporarily modify the terms of such Existing Warrants so that each holder who tenders Existing Warrants during the Offer Period for early exercise will be able to do so for the discounted exercise price of \$0.75 per share (Existing Warrants currently have exercise prices ranging between \$1.00 and \$3.00 per share).

The terms of each of the Existing Warrants are substantially identical to each other except for the exercise prices and the expiration dates of the Existing Warrants. A summary of the terms of the Existing Warrants is provided below:

<b>Title of Security</b>	<b>Warrant Shares</b>	<b>Date</b>	<b>Date</b>	<b>Price</b>
Warrant to Purchase Common Stock	200,000	1/3/2011	1/6/2016	\$ 1.75
Warrant to Purchase Common Stock	100,000	3/11/2011	3/11/2016	\$ 2.00
Warrant to Purchase Common Stock	100,000	3/11/2011	3/11/2016	\$ 2.00
Warrant to Purchase Common Stock	110,000	3/17/2011	3/16/2016	\$ 1.12
Warrant to Purchase Common Stock	1,483,545	4/15/11	4/15/2016	\$ 1.25
Warrant to Purchase Common Stock	211,607	4/15/11	4/15/2016	\$ 1.25
Warrant to Purchase Common Stock	638,368	4/15/11	4/15/2016	\$ 1.25
Warrant to Purchase Common Stock	200,000	11/4/2011	11/4/2016	\$ 1.50
Warrant to Purchase Common Stock	200,000	11/4/2011	11/4/2016	\$ 1.50
Warrant to Purchase Common Stock	371,035	6/15/12	6/15/2017	\$ 1.12
Warrant to Purchase Common Stock	100,000	6/28/2012	4/15/2016	\$ 1.25
Warrant to Purchase Common Stock	2,841,236	10/31/12	10/31/2017	\$ 1.00
Warrant to Purchase Common Stock	317,249	10/31/12	10/31/2017	\$ 1.00
Warrant to Purchase Common Stock	268,333	12/1/12	12/1/2017	\$ 1.00
Warrant to Purchase Common Stock	100,000	12/11/2012	12/31/2017	\$ 1.12
Warrant to Purchase Common Stock	100,000	12/11/2012	12/31/2017	\$ 1.12
Warrant to Purchase Common Stock	252,500	12/31/2012	12/31/2015	\$ 1.12
Warrant to Purchase Common Stock	1,648,613	1/31/13	1/31/2018	\$ 1.00
Warrant to Purchase Common Stock	349,418	1/31/13	1/31/2018	\$ 1.00
Warrant to Purchase Common Stock	400,000	2/5/2013	2/5/2016	\$ 1.12

Edgar Filing: PROVECTUS BIOPHARMACEUTICALS, INC. - Form 424B3

Warrant to Purchase Common Stock	3,500	3/31/2013	3/31/2016	\$ 1.12
Warrant to Purchase Common Stock	2,409,001	3/31/13	3/31/2018	\$ 1.00
Warrant to Purchase Common Stock	189,983	3/31/13	3/31/2018	\$ 1.00
Warrant to Purchase Common Stock	300,000	3/31/2013	3/31/2018	\$ 1.00
Warrant to Purchase Common Stock	62,500	4/1/2013	4/1/2016	\$ 1.00

**Table of Contents**

<b>Title of Security</b>	<b>Warrant Shares</b>	<b>Date</b>	<b>Date</b>	<b>Price</b>
Warrant to Purchase Common Stock	100,000	4/1/2013	4/1/2016	\$ 1.00
Warrant to Purchase Common Stock	62,500	4/1/2013	4/1/2016	\$ 1.00
Warrant to Purchase Common Stock	25,000	4/1/2013	4/1/2016	\$ 1.00
Warrant to Purchase Common Stock	25,000	4/1/2013	4/1/2016	\$ 1.00
Warrant to Purchase Common Stock	1,330,000	04/01/13	4/1/2018	\$ 1.00
Warrant to Purchase Common Stock	5,008,002	4/30/13	4/30/2018	\$ 1.00
Warrant to Purchase Common Stock	352,200	4/30/13	4/30/2018	\$ 1.00
Warrant to Purchase Common Stock	50,000	7/1/2013	7/1/2016	\$ 1.00
Warrant to Purchase Common Stock	3,500	7/1/2013	7/1/2016	\$ 1.00
Warrant to Purchase Common Stock	250,000	7/1/2013	7/1/2018	\$ 1.00
Warrant to Purchase Common Stock	1,842,251	7/31/13	7/31/2018	\$ 1.00
Warrant to Purchase Common Stock	124,483	7/31/13	7/31/2018	\$ 1.00
Warrant to Purchase Common Stock	3,450,500	8/1/13	8/1/2018	\$ 1.00
Warrant to Purchase Common Stock	7,358,826	8/31/13	8/31/2018	\$ 1.00
Warrant to Purchase Common Stock	490,589	8/31/13	8/31/2018	\$ 1.00
Warrant to Purchase Common Stock	69,500	9/30/2013	9/30/2018	\$ 1.00
Warrant to Purchase Common Stock	4,000	9/30/2013	9/30/2018	\$ 1.00
Warrant to Purchase Common Stock	65,000	9/30/2013	9/30/2018	\$ 1.00
Warrant to Purchase Common Stock	100,000	10/23/2013	10/23/2018	\$ 1.00
Warrant to Purchase Common Stock	11,641,176	10/31/13	10/31/2018	\$ 1.00
Warrant to Purchase Common Stock	1,492,500	10/31/13	10/31/2018	\$ 1.00
Warrant to Purchase Common Stock	776,078	10/31/13	10/31/2018	\$ 1.00
Warrant to Purchase Common Stock	10,000	12/15/2013	12/15/2018	\$ 1.00
Warrant to Purchase Common Stock	3,000	12/31/2013	12/31/2018	\$ 1.00
Warrant to Purchase Common Stock	96,473	12/31/2013	12/31/2018	\$ 1.00
Warrant to Purchase Common Stock	100,000	1/1/2014	12/31/2018	\$ 2.00
Warrant to Purchase Common Stock				