SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Provectus Pharmaceuticals, Inc.

Form: D

Date Filed: 2014-04-17

Corporate Issuer CIK:	315545
Symbol:	PVCT
SIC Code:	2834
Fiscal Year End:	12/31

FORM D
Notice of Exempt Offering of Securities

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

0000315545

Name of Issuer

PROVECTUS BIOPHARMACEUTICALS, INC.

Jurisdiction of Incorporation/Organization

DELAWARE

Previous Name(s) ☐ None

PROVECTUS PHARMACEUTICALS INC

ZAMAGE DIGITAL IMAGING INC

SPM GROUP INC

Entity Type

- ☐ Corporation
- ☐ Limited Partnership
- ☐ Limited Liability Company
- ☐ General Partnership
- ☐ Business Trust
- ☐ Other

Year of Incorporation/Organization

- ☐ Over Five Years Ago
- ☐ Within Last Five Years (Specify Year)
- ☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

PROVECTUS BIOPHARMACEUTICALS, INC.

Street Address 1	Street Address 2
7327 OAK RIDGE HWY	SUITE A

City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
KNOXVILLE	TENNESSEE	37931	865-769-4011

3. Related Persons

Last Name	First Name	Middle Name
Culpepper	Peter	R.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

CFO, COO, CAO

Last Name	First Name	Middle Name

Smith IV	Alfred	E.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
McMasters	Kelly	M.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Dees	H.	Craig

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

CEO

Last Name	First Name	Middle Name
Scott	Timothy	C.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

President

Last Name	First Name	Middle Name
Koe	Jan	

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Wachter	Eric	A.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Chief Technology Officer

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4. Industry Group

- ☐ **Agriculture**
- **Banking & Financial Services**
  - ☐ Commercial Banking
  - ☐ Insurance
  - ☐ Investing
  - ☐ Investment Banking
  - ☐ Pooled Investment Fund
  - ☐ Other Banking & Financial Services
- ☐ **Business Services**
- **Energy**
  - ☐ Coal Mining
  - ☐ Electric Utilities
  - ☐ Energy Conservation
  - ☐ Environmental Services
  - ☐ Oil & Gas
  - ☐ Other Energy
- **Health Care**
  - ☐ Biotechnology
  - ☐ Health Insurance
  - ☐ Hospitals & Physicians
  - ☐ Pharmaceuticals
  - ☐ Other Health Care
- ☐ **Manufacturing**
- **Real Estate**
  - ☐ Commercial
  - ☐ Construction
  - ☐ REITS & Finance
  - ☐ Residential
  - ☐ Other Real Estate
- ☐ **Retailing**
- ☐ **Restaurants**
- **Technology**
  - ☐ Computers
  - ☐ Telecommunications
  - ☐ Other Technology
- **Travel**
  - ☐ Airlines & Airports
  - ☐ Lodging & Conventions
  - ☐ Tourism & Travel Services
  - ☐ Other Travel
- ☐ **Other**

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
☐ No Revenues	☐ No Aggregate Net Asset Value
☐ $1 - $1,000,000	☐ $1 - $5,000,000
☐ $1,000,001 - $5,000,000	☐ $5,000,001 - $25,000,000
☐ $5,000,001 - $25,000,000	☐ $25,000,001 - $50,000,000
☐ $25,000,001 - $100,000,000	☐ $50,000,001 - $100,000,000
☐ Over $100,000,000	☐ Over $100,000,000
☐ Decline to Disclose	☐ Decline to Disclose
☐ Not Applicable	☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))	☐ Rule 505
☐ Rule 504 (b)(1)(i)	☐ Rule 506
☐ Rule 504 (b)(1)(ii)	☐ Securities Act Section 4(6)
☐ Rule 504 (b)(1)(iii)	☐ Investment Company Act Section 3(c)

7. Type of Filing

☐ New Notice Date of First Sale 2014-04-02 ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

☐ Pooled Investment Fund Interests	☐ Equity
☐ Tenant-in-Common Securities	☐ Debt
☐ Mineral Property Securities	☐ Option, Warrant or Other Right to Acquire Another Security
☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☐ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor $ 0 USD

12. Sales Compensation

Recipient	Recipient CRD Number ☐ None
Network 1 Financial Securities, Inc.	13577

(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number ☐ None

Street Address 1	Street Address 2
The Galleria, Penthouse	2 Bridge Avenue, Building 2

City	State/Province/Country	ZIP/Postal Code
Red Bank	NEW JERSEY	07701

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ILLINOIS
VIRGINIA
NEW YORK
CONNECTICUT
OHIO
TEXAS
FLORIDA

13. Offering and Sales Amounts

Total Offering Amount	$ 5000000	USD	☐ Indefinite
Total Amount Sold	$ 3373250	USD	
Total Remaining to be Sold	$ 1626750	USD	☐ Indefinite

Clarification of Response (if Necessary)

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 17

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $	334587	USD	☐ Estimate
Finders' Fees $	0	USD	☐ Estimate

Clarification of Response (if Necessary)

Placement agent will receive: (i) 10% commission of the aggregate purchase price of the securities sold; (ii) 3% of the offering proceeds as non-accountable expenses; and (iii) cashless warrants equal to 15% of total units sold with $2.50 exercise price.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- **Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.**
- **Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.**
- **Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).**

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
PROVECTUS BIOPHARMACEUTICALS, INC.	/s/ Peter R. Culpepper	Peter R. Culpepper	Chief Financial Officer	2014-04-17

FORM D
Notice of Exempt Offering of Securities

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number): 0000315545

Name of Issuer: PROVECTUS BIOPHARMACEUTICALS, INC.

Jurisdiction of Incorporation/Organization: DELAWARE

Previous Name(s) ☐ None
- PROVECTUS PHARMACEUTICALS INC
- ZAMAGE DIGITAL IMAGING INC
- SPM GROUP INC

Entity Type
- ☐ Corporation
- ☐ Limited Partnership
- ☐ Limited Liability Company
- ☐ General Partnership
- ☐ Business Trust
- ☐ Other

Year of Incorporation/Organization
- ☐ Over Five Years Ago
- ☐ Within Last Five Years (Specify Year)
- ☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer: PROVECTUS BIOPHARMACEUTICALS, INC.

Street Address 1	Street Address 2
7327 OAK RIDGE HWY	SUITE A

City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
KNOXVILLE	TENNESSEE	37931	865-769-4011

3. Related Persons

Last Name	First Name	Middle Name
Culpepper	Peter	R.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary): CFO, COO, CAO

Last Name	First Name	Middle Name

Smith IV	Alfred	E.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
McMasters	Kelly	M.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Dees	H.	Craig

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

CEO

Last Name	First Name	Middle Name
Scott	Timothy	C.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

President

Last Name	First Name	Middle Name
Koe	Jan	

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Wachter	Eric	A.

Street Address 1	Street Address 2
7327 Oak Ridge Highway	Suite A

City	State/Province/Country	ZIP/Postal Code
Knoxville	TENNESSEE	37931

Relationship:	☐ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Chief Technology Officer

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4. Industry Group

- ☐ **Agriculture**
- **Banking & Financial Services**
  - ☐ Commercial Banking
  - ☐ Insurance
  - ☐ Investing
  - ☐ Investment Banking
  - ☐ Pooled Investment Fund
  - ☐ Other Banking & Financial Services
- ☐ **Business Services**
- **Energy**
  - ☐ Coal Mining
  - ☐ Electric Utilities
  - ☐ Energy Conservation
  - ☐ Environmental Services
  - ☐ Oil & Gas
  - ☐ Other Energy
- **Health Care**
  - ☐ Biotechnology
  - ☐ Health Insurance
  - ☐ Hospitals & Physicians
  - ☐ Pharmaceuticals
  - ☐ Other Health Care
- ☐ **Manufacturing**
- **Real Estate**
  - ☐ Commercial
  - ☐ Construction
  - ☐ REITS & Finance
  - ☐ Residential
  - ☐ Other Real Estate
- ☐ **Retailing**
- ☐ **Restaurants**
- **Technology**
  - ☐ Computers
  - ☐ Telecommunications
  - ☐ Other Technology
- **Travel**
  - ☐ Airlines & Airports
  - ☐ Lodging & Conventions
  - ☐ Tourism & Travel Services
  - ☐ Other Travel
- ☐ **Other**

5. Issuer Size

Revenue Range

- No Revenues
- $1 - $1,000,000
- $1,000,001 - $5,000,000
- $5,000,001 - $25,000,000
- $25,000,001 - $100,000,000
- Over $100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- $1 - $5,000,000
- $5,000,001 - $25,000,000
- $25,000,001 - $50,000,000
- $50,000,001 - $100,000,000
- Over $100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)

7. Type of Filing

- New Notice
- Amendment

Date of First Sale: 2014-04-02

- First Sale Yet to Occur

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor $ 0 USD

12. Sales Compensation

Recipient: Network 1 Financial Securities, Inc.

Recipient CRD Number: 13577 ☐ None

(Associated) Broker or Dealer: ☐ None

(Associated) Broker or Dealer CRD Number: ☐ None

Street Address 1: The Galleria, Penthouse

Street Address 2: 2 Bridge Avenue, Building 2

City: Red Bank

State/Province/Country: NEW JERSEY

ZIP/Postal Code: 07701

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

- ILLINOIS
- VIRGINIA
- NEW YORK
- CONNECTICUT
- OHIO
- TEXAS
- FLORIDA

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13. Offering and Sales Amounts

Total Offering Amount	$ 5000000	USD	☐ Indefinite
Total Amount Sold	$ 3373250	USD	
Total Remaining to be Sold	$ 1626750	USD	☐ Indefinite

Clarification of Response (if Necessary)

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 17

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $ 334587 USD ☐ Estimate

Finders' Fees $ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

Placement agent will receive: (i) 10% commission of the aggregate purchase price of the securities sold; (ii) 3% of the offering proceeds as non-accountable expenses; and (iii) cashless warrants equal to 15% of total units sold with $2.50 exercise price.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- **Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.**
- **Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.**
- **Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).**

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
PROVECTUS BIOPHARMACEUTICALS, INC.	/s/ Peter R. Culpepper	Peter R. Culpepper	Chief Financial Officer	2014-04-17