

PROVECTUS PHARMACEUTICALS INC  
Form 10-Q  
November 08, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number 000-09410

**PROVECTUS PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**7327 Oak Ridge Highway, Suite**  
**A, Knoxville, Tennessee**  
(Address of principal executive offices)

**90-0031917**  
(I.R.S. Employer  
Identification No.)

**37931**  
(Zip Code)

**866-594-5999**  
(Registrant'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) has 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

The number of shares outstanding of the registrant's common stock, par value \$.001 per share, as of September 30, 2012 was 113,701,071. The number of shares outstanding of the issuer's 8% convertible preferred stock, par value \$.001 per share, as of September 30, 2012 was 2,941,665.

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## PROTECTUS PHARMACEUTICALS, INC.

(A Development-Stage Company)

## CONDENSED CONSOLIDATED BALANCE SHEETS

|  | September 30,<br>2012<br>(Unaudited) | December 31,<br>2011 |
|--|--------------------------------------|----------------------|
| <b>Assets</b>  |                                      |                      |
| <b>Current Assets</b>  |                                      |                      |
| Cash and cash equivalents  | \$ 1,842,118                         | \$ 7,705,773         |
| Prepaid expenses and other current assets  | 16,284                               |                      |
| <b>Total Current Assets</b>  | <b>1,858,402</b>                     | <b>7,705,773</b>     |
| Equipment and furnishings, less accumulated depreciation of \$421,377 and \$416,798  | 31,417                               | 20,111               |
| Patents, net of amortization of \$6,621,717 and \$6,118,377, respectively  | 5,093,728                            | 5,597,068            |
| Other assets   | 27,000                               | 27,000               |
|  | <b>\$ 7,010,547</b>                  | <b>\$ 13,349,952</b> |
| <b>Liabilities and Stockholders' Equity</b>  |                                      |                      |
| <b>Current Liabilities</b>   |                                      |                      |
| Accounts payable - trade   | \$ 280,615                           | \$ 101,102           |
| Accrued compensation and payroll taxes   | 1,433,481                            |                      |
| Accrued consulting expense   | 102,000                              | 71,000               |
| Other accrued expenses   | 139,000                              | 90,622               |
| <b>Total Current Liabilities</b>   | <b>1,955,096</b>                     | <b>262,724</b>       |
| <b>Long-Term Liability</b>   |                                      |                      |
| Warrant liability  | 1,631,590                            | 3,067,488            |
| <b>Total Liabilities</b>   | <b>3,586,686</b>                     | <b>3,330,212</b>     |
| <b>Stockholders' Equity</b>  |                                      |                      |
| Preferred stock; par value \$.001 per share; 25,000,000 shares authorized; 2,941,665 and 3,531,665 shares issued and outstanding, respectively, liquidation preference \$0.75 per share (in aggregate \$2,250,133 and \$2,702,134, respectively) | 2,941                                | 3,531                |
| Common stock; par value \$.001 per share; 200,000,000 authorized; 113,701,071 and 110,596,798 shares issued and outstanding, respectively  | 113,701                              | 110,597              |
| Paid-in capital  | 119,739,223                          | 115,690,334          |
| Deficit accumulated during the development stage   | (116,432,004)                        | (105,784,722)        |
| <b>Total Stockholders' Equity</b>  | <b>3,423,861</b>                     | <b>10,019,740</b>    |
|  | <b>\$ 7,010,547</b>                  | <b>\$ 13,349,952</b> |

See accompanying notes to condensed consolidated financial statements.



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## PROVECTUS PHARMACEUTICALS, INC.

(A Development-Stage Company)

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

|  | Three Months<br>Ended<br>Sept 30, 2012 | Three Months<br>Ended<br>Sept 30, 2011 | Nine Months<br>Ended<br>Sept 30, 2012 | Nine Months<br>Ended<br>Sept 30, 2011 | Cumulative<br>Amounts from<br>January 17, 2002<br>(Inception)<br>Through<br>Sept 30, 2012 |
|--|--|--|---------------------------------------|---------------------------------------|---|
| 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   | 1,129,921                              | 3,442,344                              | 4,352,940                             | 6,971,816                             | 42,446,334  |
| General and administrative   | 2,296,637                              | 3,860,755                              | 7,228,225                             | 9,568,240                             | 64,753,074  |
| Amortization   | 167,780                                | 167,780                                | 503,340                               | 503,340                               | 6,621,717   |
| Total operating loss   | (3,594,338)                            | (7,470,879)                            | (12,084,505)                          | (17,043,396)                          | (113,796,584)   |
| Gain on sale of fixed assets   |  |  |                                       |                                       | 55,075  |
| Loss on extinguishment of debt   |  |  |                                       |                                       | (825,867)   |
| Investment income  | 310                                    | 529                                    | 1,325                                 | 898                                   | 653,195   |
| Gain on change in fair value of warrant liability                      | 1,246,917                              | 1,027,554                              | 1,435,898                             | 1,059,730                             | 5,580,181   |
| Net interest expense   |  |  |                                       |                                       | (8,098,004)   |
| Net loss   | (2,347,111)                            | (6,442,796)                            | (10,647,282)                          | (15,982,768)                          | (116,432,004)   |
| Dividends on preferred stock   | (43,884)                               | (59,465)                               | (145,709)                             | (193,623)                             | (10,800,584)  |
| Net loss applicable to common shareholders                             | \$ (2,390,995)                         | \$ (6,502,261)                         | \$ (10,792,991)                       | \$ (16,176,391)                       | \$ (127,232,588)  |
| Basic and diluted loss per common share                                | \$ (0.02)                              | \$ (0.06)                              | \$ (0.10)                             | \$ (0.16)                             |   |
| Weighted average number of common shares outstanding basic and diluted | 113,166,988                            | 109,100,408                            | 112,073,836                           | 104,277,935                           |   |

See accompanying notes to consolidated financial statements.

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## PROVECTUS PHARMACEUTICALS, INC.

(A Development-Stage Company)

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

|  | Preferred Stock  |           | Common Stock     |           | Paid in capital | Accumulated Deficit | Total         |
|--|------------------|-----------|------------------|-----------|-----------------|---------------------|---------------|
|  | Number of Shares | Par Value | Number of Shares | Par Value |                 |                     |               |
| <b>Balance, at January 17, 2002</b>  |                  | \$        |                  | \$        | \$              | \$                  | \$            |
| 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)   |
| <b>Balance, at April 23, 2002</b>  |                  | \$        | 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)   |
| <b>Balance, at December 31, 2002</b>   |                  | \$        | 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)   |
| <b>Balance, at December 31, 2003</b>   |                  | \$        | 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 and warrants 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       |

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|   | Preferred Stock  |           | Common Stock     |           | Paid in capital | Accumulated Deficit | Total        |
|---|------------------|-----------|------------------|-----------|-----------------|---------------------|--------------|
|   | Number of Shares | Par Value | Number of Shares | Par Value |                 |                     |              |
| 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)  |
| <b>Balance, at December 31, 2004</b>                    |                  | \$        | 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      |
| 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 and warrants 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) |



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|  | Preferred Stock  |           | Common Stock     |           | Paid in capital | Accumulated Deficit | Total         |
|--|------------------|-----------|------------------|-----------|-----------------|---------------------|---------------|
|  | Number of Shares | Par Value | Number of Shares | Par Value |                 |                     |               |
| <b>Balance, at December 31, 2005</b>                           |                  | \$        | 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       |
| 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 and warrants 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)   |
| <b>Balance, at December 31, 2006</b>                           |                  | \$        | 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 and warrants 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)  |
| <b>Balance, at December 31, 2007</b>                           |                  | \$        | 49,399,281       | \$ 49,399 | \$ 59,988,147   | \$ (45,206,036)     | \$ 14,831,510 |
| 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)  |
| <b>Balance, at December 31, 2008</b>                           |                  | \$        | 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 and warrants 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)  |
| <b>Balance, at December 31, 2009</b>                           |                  | \$        | 67,410,226       | \$ 67,410 | \$ 77,137,021   | \$ (67,797,921)     | \$ 9,406,510  |
| Issuance of stock for services                                 |                  |           | 776,250          | 776       | 855,837         |                     | 856,613       |
| Issuance of warrants for services                              |                  |           |                  |           | 1,141,593       |                     | 1,141,593     |
| Exercise of warrants and stock options                         |                  |           | 3,491,014        | 3,491     | 3,100,189       |                     | 3,103,680     |
| Issuance of common stock pursuant to Regulation S              |                  |           | 559,000          | 559       | 418,691         |                     | 419,250       |
| Issuance of common stock and warrants pursuant to Regulation D |                  |           | 11,168,067       | 11,169    | 6,335,820       |                     | 6,346,989     |

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|  | Preferred Stock  |                 | Common Stock       |                   | Paid in capital       | Accumulated Deficit     | Total                |
|--|------------------|-----------------|--------------------|-------------------|-----------------------|-------------------------|----------------------|
|  | Number of Shares | Par Value       | Number of Shares   | Par Value         |                       |                         |                      |
| Issuance of preferred stock pursuant to Regulation D                   | 13,283,324       | 13,283          |                    |                   | 4,204,107             |                         | 4,217,390            |
| Preferred stock conversions into common stock                          | (7,893,326)      | (7,893)         | 7,893,326          | 7,893             |                       |                         |                      |
| Employee compensation from stock options                               |                  |                 |                    |                   | 3,759,650             |                         | 3,759,650            |
| Net loss for the year ended 2010                                       |                  |                 |                    |                   |                       | (18,552,102)            | (18,552,102)         |
| <b>Balance, at December 31, 2010</b>                                   | <b>5,389,998</b> | <b>\$ 5,390</b> | <b>91,297,883</b>  | <b>\$ 91,298</b>  | <b>\$ 96,952,908</b>  | <b>\$ (86,350,023)</b>  | <b>\$ 10,699,573</b> |
| Issuance of stock for services   |                  |                 | 350,000            | 350               | 332,400               |                         | 332,750              |
| Issuance of warrants for services                                      |                  |                 |                    |                   | 945,116               |                         | 945,116              |
| Exercise of warrants and stock options                                 |                  |                 | 7,185,522          | 7,185             | 6,616,126             |                         | 6,623,311            |
| Issuance of common stock and warrants pursuant to Regulation D         |                  |                 | 9,905,062          | 9,905             | 7,031,334             |                         | 7,041,239            |
| Sale of non-controlling interest in Pure-ific Corporation and warrants |                  |                 |                    |                   | 443,500               |                         | 443,500              |
| Preferred stock conversions into common stock                          | (1,858,333)      | (1,859)         | 1,858,331          | 1,859             |                       |                         |                      |
| Employee compensation from stock options                               |                  |                 |                    |                   | 3,368,950             |                         | 3,368,950            |
| Net loss for the year ended 2011                                       |                  |                 |                    |                   |                       | (19,434,699)            | (19,434,699)         |
| <b>Balance, at December 31, 2011</b>                                   | <b>3,531,665</b> | <b>\$ 3,531</b> | <b>110,596,798</b> | <b>\$ 110,597</b> | <b>\$ 115,690,334</b> | <b>\$ (105,784,722)</b> | <b>\$ 10,019,740</b> |
| Issuance of stock for services   |                  |                 | 475,000            | 475               | 408,775               |                         | 409,250              |
| Issuance of warrants for services                                      |                  |                 |                    |                   | 1,381,329             |                         | 1,381,329            |
| Issuance of common stock and warrants pursuant to Regulation D         |                  |                 | 2,039,273          | 2,039             | 2,075,757             |                         | 2,077,796            |
| Preferred stock conversions into common stock                          | (590,000)        | (590)           | 590,000            | 590               |                       |                         |                      |
| Employee compensation from stock options                               |                  |                 |                    |                   | 183,028               |                         | 183,028              |
| Net loss for the nine months ended September 30, 2012                  |                  |                 |                    |                   |                       | (10,647,282)            | (10,647,282)         |
| <b>Balance, at September 30, 2012 (Unaudited)</b>                      | <b>2,941,665</b> | <b>\$ 2,941</b> | <b>113,701,071</b> | <b>\$ 113,701</b> | <b>\$ 119,739,223</b> | <b>\$ (116,432,004)</b> | <b>\$ 3,423,861</b>  |

See accompanying notes to condensed consolidated financial statements.

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## PROVECTUS PHARMACEUTICALS, INC.

(A Development-Stage Company)

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

(Unaudited)

|  | Nine Months<br>Ended<br>September 30, 2012 | Nine Months<br>Ended<br>September 30, 2011 | Cumulative<br>Amounts from<br>January 17, 2002<br>(Inception) through<br>September 30,<br>2012 |
|--|--|--|--|
| <b>Cash Flows From Operating Activities</b>                                |  |  |  |
| Net loss   | \$ (10,647,282)                            | \$ (15,982,768)                            | \$ (116,432,004)   |
| Adjustments to reconcile net loss to net cash used in operating activities |  |  |  |
| Depreciation   | 4,579                                      | 5,737                                      | 444,378  |
| Amortization of patents  | 503,340                                    | 503,340                                    | 6,621,717  |
| 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                             | 183,028                                    | 3,368,950                                  | 14,397,729   |
| Compensation through issuance of stock                                     |  |  | 932,000  |
| Issuance of stock for services   | 409,250                                    | 268,500                                    | 9,006,261  |
| Issuance of warrants for services  | 1,381,329                                  | 540,316                                    | 6,065,872  |
| Issuance of warrants for contractual obligations                           |  |  | 985,010  |
| Gain on sale of equipment  |  |  | (55,075)   |
| Gain on change in fair value of warrant liability                          | (1,435,898)                                | (1,059,730)                                | (5,580,181)  |
| (Increase) decrease in assets  |  |  |  |
| Prepaid expenses and other current assets                                  | (16,284)                                   | (42,415)                                   | (16,284)   |
| Increase (decrease) in liabilities   |  |  |  |
| Accounts payable   | 179,513                                    | (271,314)                                  | 276,970  |
| Accrued expenses   | 1,512,859                                  | (588,369)                                  | 1,824,111  |
| <b>Net cash used in operating activities</b>                               | <b>(7,925,566)</b>                         | <b>(13,257,753)</b>                        | <b>(72,681,455)</b>  |
| <b>Cash Flows From Investing Activities</b>                                |  |  |  |
| Proceeds from sale of fixed assets   |  |  | 180,075  |
| Capital expenditures   | (15,885)                                   | (6,147)                                    | (89,920)   |
| Proceeds from sales of investments   |  |  | 37,010,481   |
| Purchases of investments   |  |  | (36,637,186)   |
| <b>Net cash (used in) provided by investing activities</b>                 | <b>(15,885)</b>                            | <b>(6,147)</b>                             | <b>463,450</b>   |
| <b>Cash Flows From Financing Activities</b>                                |  |  |  |
| Net proceeds from loans from stockholder                                   |  |  | 174,000  |
| Proceeds from convertible debt   |  |  | 6,706,795  |

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|  |                  |                   |                   |
|--|------------------|-------------------|-------------------|
| Net proceeds from sales of preferred stock and warrants                  |                  |                   | 8,908,131         |
| Net proceeds from sales of common stock and warrants                     | 2,077,796        | 9,486,071         | 40,101,773        |
| Proceeds from exercises of warrants and stock options                    |                  | 6,504,209         | 21,078,014        |
| 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 proceeds from sale non-controlling interest in Pure-ific Corporation |                  |                   | 443,500           |
| <b>Net cash provided by financing activities</b>                         | <b>2,077,796</b> | <b>15,990,280</b> | <b>74,060,123</b> |
| Net change in cash and cash equivalents                                  | \$ (5,863,655)   | \$ 2,726,380      | \$ 1,842,118      |
| Cash and cash equivalents, at beginning of period                        | 7,705,773        | 8,086,200         |                   |
| Cash and cash equivalents, at end of period                              | \$ 1,842,118     | \$ 10,812,580     | \$ 1,842,118      |

Supplemental Disclosure of Noncash Investing and Financing Activities:

During the nine months ended September 30, 2011, the Company reclassified \$485,467 from warrant liability to equity due to the exercise of warrants.

See accompanying notes to condensed consolidated financial statements.

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NOTES TO CONDENSED 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 nine months ended September 30, 2012 are not necessarily indicative of the results that may be expected for the year ended December 31, 2012. The Company has evaluated subsequent events through the date the condensed consolidated 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 September 30, 2012 and 2011, respectively, relate to 26,042,116 and 24,575,302 from warrants, 15,140,956 and 15,390,956 from options, and 2,941,665 and 3,848,332 from convertible preferred shares.

**4. Equity Transactions**

(a) During the three months ended March 31, 2012, the Company issued 175,000 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$160,000. During the three months ended June 30, 2012, the Company issued 75,000 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$64,500. During the three months ended September 30, 2012, the Company issued 225,000 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$184,750. As the fair market value of these services was not readily determinable, these services were valued based on the fair market value, determined using the Black-Scholes option-pricing model.

(b) During the three months ended March 31, 2012, the Company issued 1,003,000 fully vested warrants to consultants in exchange for services. Consulting costs charged to operations were \$475,668. During the three months ended March 31, 2012, 1,500 warrants expired. During the three months ended June 30, 2012, the Company issued 454,500 fully vested warrants to consultants in exchange for services. Consulting costs charged to operations were \$183,908. During the three months ended June 30, 2012, 4,368,644 warrants expired. During the three months ended September 30, 2012, the Company issued 1,732,135 fully vested warrants to consultants in exchange for services. Consulting costs charged to

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operations were \$721,753. During the three months ended September 30, 2012, 122,833 warrants expired. As the fair market value of these services was not readily determinable, these services were valued based on the fair market value, determined using the Black-Scholes option-pricing model.

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(c) The Company determined that warrants issued January 13, 2011 and referred to as Series A Warrants and Series C Warrants should be classified as liabilities in accordance with ASC 815 because the warrants in question contain exercise price reset features that require the exercise price of the warrants be adjusted if the Company issues certain other equity related instruments at a lower price per share. The value of the warrant liability was determined based on the Monte-Carlo Simulation model at the date the warrants were issued. The warrant liability is then revalued at each subsequent quarter. For the three months ended March 31, 2012 there was a loss recognized from the revaluation of the warrant liability of \$148,364. For the three months ended June 30, 2012 there was a gain recognized from the revaluation of the warrant liability of \$222,546. For the three months ended September 30, 2012 there was a gain recognized from the revaluation of the warrant liability of \$429,818.

During the three months ended June 30, 2012 the Company completed a private offering of common stock and warrants to accredited investors for gross proceeds of \$2,077,796. The Company accepted subscriptions, in the aggregate, for 1,855,176 shares of common stock, and five year warrants to purchase 1,855,176 shares of common stock. Investors received five year fully vested warrants to purchase up to 100% of the number of shares purchased by the investors in the offering. The warrants have an exercise price of \$1.25 per share. The purchase price for each share of common stock together with the warrants was \$1.12. The Company intends to use the proceeds, after deducting offering expenses estimated to be \$25,000, for working capital and other general corporate purposes. Network 1 Financial Securities, Inc. served as placement agent for the offering. In connection with the offering, the Company issued five year fully vested warrants to purchase 371,035 shares of common stock with an exercise price of \$1.12 to Network 1 Financial Securities, Inc., which represents 20% of the total number of shares of common stock sold to investors solicited by Network 1 Financial Securities, Inc.

(d) The Company determined that warrants issued in March and April, 2010 with the 8% convertible preferred stock should be classified as liabilities in accordance with ASC 815 because the warrants in question contain exercise price reset features that require the exercise price of the warrants be adjusted if the Company issues certain other equity related instruments at a lower price per share. The value of the warrant liability was determined based on the Monte-Carlo Simulation model at the date the warrants were issued. The warrant liability is then revalued at each subsequent quarter. For the three months ended March 31, 2012 there was a loss recognized from the revaluation of the warrant liability of \$114,800. For the three months ended June 30, 2012 there was a gain recognized from the revaluation of the warrant liability of \$229,599. For the three months ended September 30, 2012 there was a gain recognized from the revaluation of the warrant liability of \$817,099.

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 are recorded against additional paid-in capital. In January 2012, the Company issued 64,183 shares of common stock in dividends on preferred stock in lieu of cash dividends due as of January 15, 2012. At March 31, 2012, the Company recognized dividends of \$50,631 which are included in dividends on preferred stock on the consolidated statement of operations. During the three months ended March 31, 2012 there were 100,000 shares of the Company's redeemable preferred stock that converted into 100,000 shares of the Company's common stock. In April 2012, the Company issued 58,490 shares of common stock in dividends on preferred stock in lieu of cash dividends due as of April 16, 2012. At June 30, 2012, the Company recognized dividends of \$51,194 which are included in dividends on preferred stock on the consolidated statement of operations. In July 2012, the Company issued 61,424 shares of common stock in dividends on preferred stock in lieu of cash dividends due as of July 16, 2012. At September 30, 2012, the Company recognized dividends of \$43,884 which are included in dividends on preferred stock on the consolidated statement of operations. During the three months ended September 30, 2012 there were 490,000 shares of the Company's redeemable preferred stock that converted into 490,000 shares of the Company's common stock.

**5. Related Party Transaction**

The Company paid one non-employee member of the board \$48,000 for consulting services performed as of September 30, 2012. The Company paid another non-employee member of the board \$75,000 for consulting services performed as of September 30, 2012 and issued 100,000 fully vested warrants in exchange for services. Consulting costs charged to operations were \$47,520 for the services for which these warrants were issued. As the fair market value of these services was not readily determinable, these services were valued based on the fair market value, determined using the Black-Scholes option-pricing model. The Company paid a third non-employee member of the board \$75,000 for consulting services performed as of September 30, 2012.

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The FASB's authoritative guidance on fair value measurements establishes a framework for measuring fair value, and expands disclosure about fair value measurements. This guidance enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. Under this guidance, assets and liabilities carried at fair value must be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are measured and reported on a fair value basis. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3. The fair value of certain of the Company's financial instruments, including Cash and cash equivalents and Accounts payable, approximates the carrying value due to the relatively short maturity of such instruments. The fair value of derivative instruments is determined by management with the assistance of an independent third party valuation specialist. The warrant liability is a derivative instrument and is classified as Level 3. The Company used the Monte-Carlo Simulation model to estimate the fair value of the warrants. Significant assumptions used at March 31, 2012 for the 2010 warrants include a weighted average term of 3.0 years, a 5% probability that the warrant exercise price would be reset, volatility of 66.4% and a risk free interest rate of 0.51%. Significant assumptions used at June 30, 2012 for the 2010 warrants include a weighted average term of 2.7 years, a 5% probability that the warrant exercise price would be reset, a volatility range of 64.2% to 65.8% and a risk free interest rate of 0.41%. Significant assumptions used at September 30, 2012 for the 2010 warrants include a weighted average term of 2.5 years, a 5% probability that the warrant exercise price would be reset, a volatility range of 57.1% to 64.7% and a risk free interest rate range of 0.23% to 0.31%.

Significant assumptions used at March 31, 2012 for the 2011 warrants include a weighted average term of 3.8 years, a 5% probability that the warrant exercise price would be reset, volatility of 66.4% and a risk free interest rate of 0.78%. Significant assumptions used at June 30, 2012 for the 2011 warrants include a weighted average term of 3.5 years, a 5% probability that the warrant exercise price would be reset, volatility of 64.6% and a risk free interest rate of 0.41%. Significant assumptions used at September 30, 2012 for the 2011 warrants include a weighted average term of 3.3 years, a 5% probability that the warrant exercise price would be reset, a volatility range of 57.1% to 64.7% and a risk free interest rate range of 0.23% to 0.31%.

The warrant liability measured at fair value on a recurring basis is as follows:

|   | <b>Total</b> | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> |
|---|--------------|----------------|----------------|----------------|
| <b>Derivative instruments:</b>          |              |                |                |                |
| Warrant liability at September 30, 2012 | \$ 1,631,590 | \$             | \$             | \$ 1,631,590   |
| Warrant liability at December 31, 2011  | \$ 3,067,488 | \$             | \$             | \$ 3,067,488   |

A reconciliation of the warranty liability measured at fair value on a recurring basis with the use of significant unobservable inputs (Level 3) from January 1, 2012 to September 30, 2012 follows:

|                               |              |
|-------------------------------|--------------|
| Balance at January 1, 2012    | \$ 3,067,488 |
| Net gain included in earnings | (1,435,898)  |
| Balance at September 30, 2012 | \$ 1,631,590 |

**7. Stock-Based Compensation**

On May 14, 2012, the Company issued 50,000 stock options to a newly appointed member of the board. On June 28, 2012, the Company issued 200,000 stock options to its re-elected members of the board. All of the stock options issued in 2012 vest on the date of grant and have an



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exercise price equal to the fair market price on the date of issuance. On July 6, 2011, the Company issued 250,000 stock options to its re-elected members of the board. On July 12, 2011, the Company issued 50,000 stock options to a newly appointed member of the board. On September 6, 2011, the Company issued 4,000,000 stock options to its employees. All of the stock options issued in 2011 vest on the date of grant and have an exercise price equal to the fair market price on the date of issuance.

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The compensation cost relating to stock options issued in 2012 is measured based on the fair value of the stock options 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 of operations for the three and nine months ended September 30, 2012 is \$0 and \$183,028, respectively, of stock-based compensation expense which relates to the fair value of stock options. Included in the results of operations for both the three and nine months ended September 30, 2011 is \$3,368,950 of stock-based compensation expense which relates to the fair value of stock options.

The following is a summary of nonvested stock option activity for the nine months ended September 30, 2012:

|                                 | Number of Shares | Weighted<br>Average<br>Grant-Date<br>Fair Value |
|---------------------------------|------------------|---|
| Nonvested at December 31, 2011  |                  | \$  |
| Granted                         | 250,000          | \$ 0.73   |
| Vested                          | (250,000)        | \$ 0.73   |
| Canceled                        |                  |   |
| Nonvested at September 30, 2012 |                  | \$  |

As of September 30, 2012, there was no unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plan.

**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 accompanying unaudited financial statements, our Annual Report on Form 10-K for the year ended December 31, 2011, which includes additional information about our critical accounting policies and practices and risk factors, and Item 1A of Part II of this report, which updates those risk factors. Historical results and percentage relationships set forth in the statement of operations, including trends which might appear, are not necessarily indicative of future operations.

**Plan of Operation**

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 further developed. 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. On December 15, 2011, we concluded a private offering of securities, pursuant to which we issued 3,333,335 shares of common stock of Pure-ific Corporation, one of our wholly owned subsidiaries. Upon completion of the offering, we commenced the process to facilitate this spin-out transaction. 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, as well as four primary consultants and various vendor relationships, and anticipate adding additional personnel if necessary 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.

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We believe that our prescription drug candidates PV-10 and PH-10 provide us with two products in multiple indications, which have been shown in clinical trials to be safe to treat serious cancers and diseases of the skin. We continue to develop clinical trials for these products to show their safety and efficacy, which we believe will be shown based on data in previous studies. Together with our OTC products, medical device, biotech, imaging, and other non-core technologies, which we intend to sell or license in the future, we believe this combination represents the foundation for maximizing shareholder value this year and beyond.

## **Results of Operations**

### **Comparison of Three and Nine Months Ended September 30, 2012 and September 30, 2011**

#### *Revenues*

We had no revenue during the three and nine months ended September 30, 2012 and 2011.

#### *Research and Development*

Research and development costs of \$1,129,921 for the three months ended September 30, 2012 included payroll of \$302,064, consulting and contract labor of \$670,449, legal of \$62,568, insurance of \$60,228, lab supplies and pharmaceutical preparations of \$13,122, rent and utilities of \$19,864, and depreciation expense of \$1,626. Research and development costs of \$3,442,344 for the three months ended September 30, 2011 included payroll of \$2,843,840, consulting and contract labor of \$469,051, legal of \$41,162, insurance of \$55,359, lab supplies and pharmaceutical preparations of \$16,475, rent and utilities of \$14,497, and depreciation expense of \$1,960. The decrease in payroll is primarily the result of no bonuses and no stock-based compensation expense from stock options.

Research and development costs of \$4,352,940 for the nine months ended September 30, 2012 included payroll of \$2,258,622, consulting and contract labor of \$1,737,376, legal of \$178,236, insurance of \$85,228, lab supplies and pharmaceutical preparations of \$32,564, rent and utilities of \$56,335, and depreciation expense of \$4,579. Research and development costs of \$6,971,816 for the nine months ended September 30, 2011 included payroll of \$4,998,364, consulting and contract labor of \$1,685,162, legal of \$97,669, insurance of \$84,606, lab supplies and pharmaceutical preparations of \$50,339, rent and utilities of \$49,939, and depreciation expense of \$5,737. The decrease in payroll is primarily the result of a decrease in bonuses and stock-based compensation expense from stock options.

#### *General and Administrative*

General and administrative expenses decreased by \$1,564,118 in the three months ended September 30, 2012 to \$2,296,637 from \$3,860,755 for the three months ended September 30, 2011. The decrease is primarily from lower payroll due to no bonuses and no stock-based compensation expense from stock options.

General and administrative expenses decreased by \$2,340,015 in the nine months ended September 30, 2012 to \$7,228,225 from \$9,568,240 for the nine months ended September 30, 2011. The decrease is primarily from lower payroll due to a decrease in bonuses and stock-based compensation expense from stock options.

#### *Investment Income*

Investment income was insignificant in both the three and nine months ended September 30, 2012 and 2011.

#### *Gain on change in fair value of warrant liability*

Gain on change in fair value of warrant liability increased by \$219,363 in the three months ended September 30, 2012 to \$1,246,917 from \$1,027,554 for the three months ended September 30, 2011. This activity results from accounting for the warrant liability described in Footnotes 4(c), 4(d) and 6 to the financial statements.

Gain on change in fair value of warrant liability increased by \$376,168 in the nine months ended September 30, 2012 to \$1,435,898 from \$1,059,730 for the nine months ended September 30, 2011. This activity results from accounting for the warrant liability described in Footnotes 4(c), 4(d) and 6 to the financial statements.

## **Liquidity and Capital Resources**

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Our cash and cash equivalents were \$1,842,118 at September 30, 2012, compared with \$7,705,773 at December 31, 2011. The decrease of approximately \$5.9 million was due primarily to a substantial reduction of sales of common stock and

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warrants as well as no exercises of warrants and stock options offset partially by approximately \$5.3 million less cash that was used in operating activities. Additionally in October 2012, the Company received approximately \$2.0 million in cash due to a private placement of its common stock at a premium to the fair market value of its common stock at the time of the sale.

By managing variable cash expenses due to minimal fixed costs, we believe our cash and cash equivalents on hand at September 30, 2012, together with cash proceeds received during October 2012, will be sufficient to meet our current and planned operating needs until well into 2013 without consideration being given to additional cash inflows that might occur from the exercise of existing warrants or future sales of equity securities, although we may, in our sole discretion, direct Lincoln Park Capital Fund, LLC (the Fund) to purchase up to an additional \$29,950,000 of our common stock per an existing agreement with the Fund.

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 geographic licensure of PV-10 on the basis of our Phase 2 metastatic melanoma and Phase 1 liver results in certain areas of the world, as well as pursuing a strategic investment strategy, including equity sales to potential pharmaceutical and or biotech partners, and continuing with 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 of PH-10 or PV-10, any equity transaction, 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 2013 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. 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**

Management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Management bases its estimates on historical experience and assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe there have been no material changes to the items that we disclosed as our critical accounting policies under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in our 2011 Form 10-K.

### *New Accounting Pronouncements*

None.

### *Contractual Obligations - Leases*

We lease office and laboratory space in Knoxville, Tennessee. We have a lease commitment of \$13,500 as of September 30, 2012. We are currently leasing until December 31, 2012, and then it will be either month-to-month or a lease for no longer than one year.

## **Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements as defined under U.S. federal securities laws. These statements reflect management's current knowledge, assumptions, beliefs, estimates, and expectations and express management's current views of future performance, results, and trends and may be identified by their use of terms such as anticipate, believe, could, estimate, expect, intend, plan, predict, project, will, and other similar terms. Forward-looking statements are subject to a number of risks and uncertainties that could cause our actual results to differ materially from those described in the forward-looking statements. Readers should not place undue reliance on forward-looking statements. Such statements are made as of the date of this Quarterly Report on Form 10-Q, and we undertake no obligation to update such statements after this date.

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Risks and uncertainties that could cause our actual results to differ materially from those described in forward-looking statements include those discussed in our filings with the Securities and Exchange Commission (including those described in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011, and elsewhere in this Quarterly Report on Form 10-Q), and the following:

our ability to license our dermatology drug product candidate, PH-10, on the basis of our Phase 2 atopic dermatitis and psoriasis results, which are in the process of being further developed;

our determination, based on guidance of the FDA, whether to proceed with or without a partner with a Phase 3 trial of PV-10 to treat metastatic melanoma and the costs associated with such a trial;

our determination whether to license PV-10, our metastatic melanoma drug product candidate, and other solid tumors such as liver cancer, if such licensure is appropriate considering the timing and structure of such a license, or to commercialize PV-10 on our own to treat metastatic melanoma and other solid tumors such as liver cancer; and

our ability to raise additional capital if we determine to commercialize PH-10 and/or PV-10 on our own.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We had no holdings of financial or commodity instruments as of September 30, 2012, other than cash and cash equivalents, short-term deposits, money market funds, and interest bearing investments in U.S. governmental debt securities. We have accounted for certain warrants issued in March and April 2010 and January 2011 as liabilities at their fair value upon issuance, which are remeasured at each period end with the change in fair value recorded in the statement of operations. See note 4 to the interim financial statements contained in this Quarterly Report on Form 10-Q.

All of our business is transacted in U.S. dollars and, accordingly, foreign exchange rate fluctuations have not had a significant impact on us, and they are not expected to have a significant impact on us in the foreseeable future.

### **ITEM 4. 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 defined in Rule 13a-15(e) under the Exchange Act) as of September 30, 2012, 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.

(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.

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**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 on Form 10-Q.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors listed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011. Such risk factors should be considered carefully with the information provided elsewhere in this report.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

During the three months ended March 31, 2012, the Company issued 175,000 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$160,000. During the three months ended March 31, 2012, the Company issued warrants to purchase an aggregate of 1,003,000 shares of common stock to consultants in exchange for services, consisting of warrants to purchase 1,003,000 shares at an exercise price of \$1.12 per share with a three year term. Consulting costs charged to operations for the warrants were \$475,668.

During the three months ended June 30, 2012, the Company issued 75,000 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$64,500. During the three months ended June 30, 2012, the Company issued warrants to purchase an aggregate of 454,500 shares of common stock to consultants in exchange for services, consisting of warrants to purchase 300,000 shares at an exercise price of \$1.12 per share with a two year term, 54,500 shares at an exercise price of \$1.12 per share with a three year term, and 100,000 shares at an exercise price of \$1.25 per share with a four year term. Consulting costs charged to operations were \$183,908. During the three months ended June 30, 2012 the Company completed a private offering of common stock and warrants to accredited investors for gross proceeds of \$2,077,796. The Company accepted subscriptions, in the aggregate, for 1,855,176 shares of common stock, and five year warrants to purchase 1,855,176 shares of common stock. Investors received five year warrants to purchase up to 100% of the number of shares purchased by the investors in the offering. The warrants have an exercise price of \$1.25 per share. The purchase price for each share of common stock together with the warrants was \$1.12. The Company intends to use the proceeds, after deducting offering expenses estimated to be \$25,000, for working capital and other general corporate purposes. Network 1 Financial Securities, Inc. served as placement agent for the offering. In connection with the offering, the Company issued five year warrants to purchase 371,035 shares of common stock with an exercise price of \$1.12 to Network 1 Financial Securities, Inc., which represents 20% of the total number of shares of common stock sold to investors solicited by Network 1 Financial Securities, Inc.

During the three months ended September 30, 2012, the Company issued 225,000 shares of common stock to consultants in exchange for services. Consulting costs charged to operations were \$184,750. During the three months ended September 30, 2012, the Company issued warrants to purchase an aggregate of 1,732,135 shares of common stock to consultants in exchange for services, consisting of warrants to purchase 288,501 shares at an exercise price of \$1.12 per share with a three year term, 250,000 shares at an exercise price of \$1.12 per share with a five year term, 160,000 shares at an exercise price of \$1.15 per share with a three year term, 683,633 shares at an exercise price of \$1.25 per share with a three year term, 80,000 shares at an exercise price of \$1.45 per share with a three year term and 270,001 shares at an exercise price of \$1.50 per share with a three year term. Consulting costs charged to operations were \$721,753.

The issuances of the securities were exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 4(2).

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

None.





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**ITEM 6. EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) (Section 302 Certification).                                     |
| 31.2               | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) (Section 302 Certification).                                     |
| 32                 | Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 (Section 906 Certification). |
| 101                | Interactive Data Files.*   |

\* The documents formatted in XBRL (Extensible Business Reporting Language) and attached as Exhibit 101 to this report shall not be deemed filed as part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act, shall not be deemed filed for purposes of Section 18 of the Exchange Act, and otherwise are not subject to liability under these sections, except as shall be expressly set forth by specific reference in such filings.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROVECTUS PHARMACEUTICALS, INC.

November 8, 2012

By: /s/ Peter R. Culpepper  
Peter R. Culpepper  
On behalf of the registrant and as Chief Financial  
Officer and Chief Operating Officer (Principal Financial  
Officer)

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