

PROVECTUS PHARMACEUTICALS INC

Form 8-K

December 29, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 28, 2005

PROVECTUS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-9410

(Commission File
Number)

90-0031917

(IRS Employer
Identification No.)

**7327 Oak Ridge Highway, Suite A,
Knoxville, Tennessee**

(Address of principal executive
offices)

37931

(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02. Unregistered Sales of Equity Securities.

On December 28, 2005, Provectus Pharmaceuticals, Inc., completed a private placement transaction with one accredited investor, pursuant to which we sold 733,333 shares of our common stock at a purchase price of \$0.75 per share, for an aggregate purchase price of \$550,000 pursuant to a Securities Purchase Agreement with the investor. In connection with the sale of the common stock, we also issued warrants (the "Warrants") to the investor to purchase up to 916,666 shares of our common stock at an exercise price of \$0.935 per share. We paid \$55,000 to Chicago Investment Group, L.L.C as placement agent for this transaction. The form of Securities Purchase Agreement entered into by the investor and the form of Warrant issued to the investor are incorporated by reference to our current report on Form 8-K filed August 30, 2005.

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

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
4.1	Form of Securities Purchase Agreement ¹
4.2	Form of Warrant ¹

(1) Incorporated by reference to the current report on Form 8-K filed August 30, 2005.

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 hereunto duly authorized.

PROVECTUS PHARMACEUTICALS, INC.

Date: December 29, 2005

By: /s/ H. Craig Dees

Title: Chief Executive Officer