

PROVECTUS BIOPHARMACEUTICALS, INC.

Form 4

March 31, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CULPEPPER PETER R

(Last) (First) (Middle)

7327 OAK RIDGE HWY., SUITE A
(Street)

KNOXVILLE, TN 37931

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROVECTUS
BIOPHARMACEUTICALS, INC.
[PVCT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Interim CEO, CFO, COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 03/29/2016 | | O ⁽¹⁾ | | 133,333 | A | \$ 1 (1) |
| | | | | | 1,384,496 | | D |
| Common Stock | 03/29/2016 | | O ⁽¹⁾ | | 27,333 | A | \$ 1 (1) |
| | | | | | 1,411,829 | | D |
| Common Stock | 03/29/2016 | | O ⁽¹⁾ | | 106,000 | A | \$ 1 (1) |
| | | | | | 296,503 | | I |
| | | | | | | | By 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Common Stock Warrants (right to buy) | \$ 1 ⁽¹⁾ | 03/29/2016 | | O ⁽¹⁾ | | 133,333 | 11/16/2012 | 11/16/2017 | Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.85 | 03/29/2016 | | O ⁽¹⁾ | 133,333 | | 03/29/2016 | 06/19/2020 | Common Stock |
| Common Stock Warrants (right to buy) | \$ 1 ⁽¹⁾ | 03/29/2016 | | O ⁽¹⁾ | | 133,333 | 12/03/2012 | 12/03/2017 | Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.85 | 03/29/2016 | | O ⁽¹⁾ | 133,333 | | 03/29/2016 | 06/19/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CULPEPPER PETER R 7327 OAK RIDGE HWY., SUITE A KNOXVILLE, TN 37931 | | | Interim CEO, CFO, COO | |

Signatures

/s/ Peter R. Culpepper 03/31/2016

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On March 29, 2016, the reporting person exercised 266,666 warrants pursuant to the Issuer's warrant exchange offer, at a discounted exercise price of \$0.50 per share, which exercise consisted of: (i) an exercise of 133,333 shares pursuant to a warrant issued on November 16, 2012, with an original exercise price of \$1.00 per share and (ii) an exercise of 133,333 shares pursuant to a warrant issued on December 3, 2012, with an original exercise price of \$1.00 per share. Under the terms of the warrant exchange offer, holders received, in addition to the common stock acquired upon exercise of their existing warrants, an equal number of new warrants to purchase the same number of shares of the Issuer's common stock at an exercise price of \$0.85 per share that will expire June 19, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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