

PURE BIOSCIENCE, INC.
Form DEFA14A
December 23, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

PURE Bioscience, Inc.

(Name of Registrant as Specified In Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

** Exercise Your Right to Vote **

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on February 4, 2016.

PURE
BIOSCIENCE,
INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: December 17, 2015
Date: February 4, 2016 Time: 9:00 AM Pacific Time
Location: Pure Bioscience, Inc., 1725 Gillespie Way, El Cajon, California 92020

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Pure Bioscience,
Inc.

1725 Gillespie
Way

El Cajon,
California 92020

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY
STATEMENT ANNUAL
REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY
E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before January 21, 2016 to facilitate timely delivery

— How To Vote —

Please Choose One of The Following Voting Methods

Vote In Person:
Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com.

Have the information that is printed in the box marked by the arrow à (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that you vote FOR the

Nominees for directors listed below:

1. Election of Directors

Nominees:

- | | | |
|---------------------------|----------------------|---------------------|
| 01) Dave J. Pfanzelter | 02) Henry R. Lambert | 03) Gary D. Cohee |
| 04) David Theno, Jr., PhD | 05) William Otis | 06) Tom Y. Lee, CPA |

The Board of Directors recommends you vote FOR proposals 2, 3 and 4:

2. Ratify the appointment of Mayer Hoffman McCann P.C. as our independent registered public accounting firm for the fiscal year ending July 31, 2016.
3. Approve, on a non-binding advisory basis, the compensation of our named executive officers, during the fiscal year ended July 31, 2015.
4. Approve an amendment and restatement of the PURE Bioscience 2007 Equity Incentive Plan to, among other items, increase the number of shares of Common Stock issuable under the Plan by 4,000,000 shares.

Note: Such other business as may properly come before the meeting or any adjournment thereof.
