

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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) **November 5, 2012**

**OCULUS INNOVATIVE SCIENCES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33216**  
(Commission  
File Number)

**68-0423298**  
(IRS Employer  
Identification No.)

**1129 N. McDowell Blvd, Petaluma, CA**  
(Address of principal executive offices)

**94954**  
(Zip Code)

**(707) 283-0550**  
(Registrant's telephone number, including area code)

**Not applicable.**  
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- £ 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 8.01 Other Events.**

On November 5, 2012, the Company issued a press release announcing its belief that it has obtained compliance with the minimum stockholders' equity requirement of the NASDAQ Listing Rules. The full text of the press release is furnished as Exhibit 99.1.

This report contains forward-looking statements. Forward-looking statements include, but are not limited to, statements that express the Company's intentions, beliefs, expectations, strategies, predictions or any other statements related to its future activities or future events or conditions. These statements are based on current expectations, estimates and projections about the Company's business based, in part, on assumptions made by management. These statements are not guarantees of future performances and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks discussed in the Company's Annual Report on Form 10-K and in other documents that the Company files from time to time with the SEC. Any forward-looking statements speak only as of the date on which they are made, and the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this report, except as required by law.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release issued by Oculus Innovative Sciences, Inc. dated November 5, 2012

**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.

Oculus Innovative Sciences, Inc.  
(Registrant)

Date: November 5, 2012

/s/ Robert Miller  
Name: Robert Miller  
Title: Chief Financial Officer

**FOR IMMEDIATE RELEASE****Oculus Innovative Sciences Achieves Net Worth of \$4.5 Million Pro Forma as of September 30, 2012 and Regains Compliance with the Stockholders' Requirement of the NASDAQ Listing Rules**

Company Raises Stockholder Equity above Required Minimum Prior to Grace Period Deadline

**PETALUMA, Calif. — (November 5, 2012)** — As previously announced, on May 21, 2012, Oculus Innovative Sciences, Inc. (Nasdaq: OCLS) received notification from NASDAQ that, for the previous 30 consecutive business days, it failed to comply with NASDAQ Listing Rule 5550(b)(2), which required the company to maintain a minimum market value of listed securities of \$35 million for continued listing on the NASDAQ capital market. NASDAQ granted the company a grace period of 180 calendar days, or until November 19, 2012, to regain compliance with the listing rule, or one of the alternative requirements under Listing Rules 5550(b)(1) or 5550(b)(3).

On November 1, 2012, the company disclosed it achieved a net worth of approximately \$4.5 million on a pro forma basis as of September 30, 2012, as a result of its entry into two transactions on October 29, 2012, and October 30, 2012. In the first transaction, on October 29, 2012, the company agreed to amend a warrant held by two of its investors to remove a provision in the warrant that contained certain cash-settlement features in exchange for extending the warrant by two years. This transaction will increase the company's net worth by approximately \$1.5 million dollars on a pro forma basis as of September 30, 2012. In the second transaction on October 30, 2012, the company agreed to issue \$3.5 million dollars of restricted common stock to its primary lender, Western Technology Investment, who agreed to reduce the company's debt liability with the sale of these common shares. Initially, the issuance of these restricted common shares to Western Technology Investment has increased the Company's net worth by approximately \$3.5 million dollars.

The company believes that, as of the date of this press release, it has regained compliance with the \$2.5 million stockholders' equity requirement for continued listing on The NASDAQ capital market. The company is awaiting NASDAQ's formal determination with respect to its compliance status. NASDAQ will continue to monitor the company's ongoing compliance with the minimum shareholders' equity requirement and the company must provide evidence of continued compliance with Listing Rule 5550(b)(1) at the time of its next periodic report; otherwise, it may be subject to delisting.

"We are pleased to report that we believe we have satisfied the stock exchange's requirement of at least \$2.5 million in shareholder equity under the NASDAQ listing rules," said Hoji Alimi, Oculus CEO and founder.

**About Oculus Innovative Sciences**

Oculus Innovative Sciences, Inc. is a *commercial healthcare* company that designs, produces and markets innovative, safe and effective drugs, devices, and nutritional products. Oculus is pioneering innovative solutions for the dermatology, surgical, wound care, and animal healthcare markets, and has commercialized products in the United States, Europe, India, China, Mexico and select Middle East countries. The Company's headquarters are in Petaluma, California, with manufacturing operations in the United States and Latin America. More information can be found at [www.oculusis.com](http://www.oculusis.com).

**Forward-Looking Statements**

Except for historical information herein, matters set forth in this press release are forward-looking within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including statements about the Company's commercial and technology progress and future financial performance. These forward-looking statements are identified by the use of words such as "believe," "launching," and "planned," among others. Forward-looking statements in this press release are subject to certain risks and uncertainties inherent in the Company's business that could cause actual results to vary, including such risks that regulatory clinical and guideline developments may change, scientific data may not be sufficient to meet regulatory standards or receipt of required regulatory clearances or approvals, clinical results may not be replicated in actual patient settings, protection offered by the Company's patents and patent applications may be challenged, invalidated or circumvented by its competitors, the available market for the Company's products will not be as large as expected, the Company's products will not be able to penetrate one or more targeted markets, revenues will not be sufficient to fund further development and clinical studies, the Company may not meet its future capital needs, and its ability to obtain additional funding, as well as uncertainties relative to varying product formulations and a multitude of diverse regulatory and marketing requirements in different countries and municipalities, and other risks detailed from time to time in the Company's filings with the Securities and Exchange Commission including the annual report on Form 10-K for the year ended March 31, 2012. Oculus Innovative Sciences disclaims any obligation to update these forward-looking statements except as required by law.

Oculus and Microcyn® Technology are trademarks or registered trademarks of Oculus Innovative Sciences, Inc. All other trademarks and service marks are the property of their respective owners.

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