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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) **July 29, 2013**

**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 7.01 Regulation FD Disclosure.**

Attached is a letter to stockholders from our Chief Executive Officer, Jim Schutz. The letter will be mailed to stockholders on or about August 1, 2013 with our proxy statement for our annual stockholders' meeting and our annual report.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1, is furnished pursuant to, and shall not be deemed to be "filed" for the purposes of, Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in this Current Report shall not be incorporated by reference into any registration statement or any other document filed pursuant to the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing. By filing this Current Report on Form 8-K and furnishing the information contained in this Item 7.01, including Exhibit 99.1, we make no admission as to the materiality of any such information that we are furnishing.

Except for historical information herein, matters set forth in this report are forward-looking within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including statements about our commercial and technology progress and future financial performance. These forward-looking statements are identified by the use of words such as "generate," "launching," "continue," "expects," "believes," and "intends," among others. Forward-looking statements in this letter are subject to certain risks and uncertainties inherent in our 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 our patents and patent applications may be challenged, invalidated or circumvented by our competitors, the available market for our products will not be as large as expected, our products will not be able to penetrate one or more targeted markets, revenues will not be sufficient to fund further development and clinical studies, we may not meet our future capital needs, and our 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, the uncertainties associated with effecting a spin-off of a separate public company, and the discretion of our Board of Directors to delay or cancel the spin-off prior to execution, and other risks detailed from time to time in our filings with the Securities and Exchange Commission including our annual report on Form 10-K for the year ended March 31, 2013. We disclaim any obligation to update these forward-looking statements, except as required by law.

**Item 9.01 Financial Statements and Exhibits.**Exhibits

99.1 Letter to Stockholders from Jim Schutz, Chief Executive Officer of Oculus Innovative Sciences, Inc., dated July 29, 2013.

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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 hereunto duly authorized.

Oculus Innovative Sciences, Inc.  
(Registrant)

Date: August 5, 2013

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



Oculus Innovative Sciences, Inc.  
1129 N. McDowell Blvd.  
Petaluma, California 94954  
(707) 283-0550

July 29, 2013

Dear Fellow Stockholder of Oculus Innovative Sciences, Inc.:

Our fiscal 2013 was a year of significant change at Oculus, change that I firmly believe will set the stage for the future growth and success of our company. As you know, I recently assumed the responsibilities as chief executive officer of Oculus. This focus on change, and the opportunity to create our own future, has further energized the team, which I am most honored to lead at this exciting time. In February 2013, we crafted a transition plan to set the groundwork for Oculus to thrive for years to come. Its initial five major initiatives are as follows:

1. **Create a separate, standalone company to focus on our new surgical drug candidate, RUT58-60, with a seasoned and dedicated management team to lead the new company.** In January 2013, we announced the creation and incorporation of our wholly owned subsidiary, Ruthigen, Inc. Ruthigen has established its own offices in Santa Rosa, California, and our board of directors has appointed our former chief executive officer, Hojabr Alimi, to lead the subsidiary. Ruthigen is moving briskly forward with its planned initial public offering and is meeting or exceeding our board's timeline. We anticipate in the coming months that certain directors who serve on both the Oculus and Ruthigen boards of directors (Hojabr Alimi, Richard Conley and Gregory French) will transition off the Oculus board of directors in order to focus fully on Ruthigen as taking a company public is a labor intensive event that will require their undivided attention.
2. **Strategically plan for Oculus' future growth, while controlling expenses.** It is a simple mantra, but it is the heart and soul of our growth strategy: New products, new partners and new territories. While product sales drive us, we also continually examine how we can roll out this strategy in the most cost-efficient manner, thereby targeting a shorter path to profitability.
3. **Build our own U.S. sales force to open our third channel of distribution.** This will be done while continuing to service our current partners and distributors and maintaining our commitment to delivering exceptional customer service. In addition to our current partners and distributors, we believe establishing our own inside sales force will increase our effectiveness and propel our company into more markets, and ultimately, increase our product sales.
4. **Evolve the role of chief executive officer from a visionary scientist to a commercially focused executive.** We believe there is a time and place for each type of CEO in our company's history and evolution. It is now time to shift gears and establish commercialization and profitability as our priority.
5. **Right-size management's compensation to be directly aligned with performance.** On June 20, 2013, I reduced my salary by \$50,000 annually. I requested this reduction in salary in an effort to ensure that the management team gets paid at the same time as stockholders, not in advance.

We are proud of the success we have made in our first six months as your new management team and we are off to a solid start and with a bright future. Let's review our fiscal year 2013 achievements and discuss our plans for future growth:

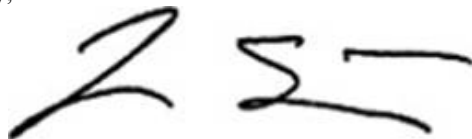
- **Increased revenues and product growth.** In fiscal year 2013, our total revenues were \$15,452,000 compared to \$12,744,000 for fiscal year 2012, with a product growth rate of 23%.
- **Significant growth in dermatology product sales.** We continue to derive a significant portion of our revenues from our dermatology products, which are sold in the United States in partnership with Quinnova Pharmaceuticals. We anticipate our presence in this market will continue to grow. Quinnova launched the Atrapro<sup>TM</sup> family of products formulated from our Microcyn<sup>®</sup> Technology in late February 2012. In partnership with Quinnova, we now market the following products, all three of which were launched during the past year and have shown significant growth: Atrapro<sup>TM</sup> Antipruritic Hydrogel, Atrapro<sup>TM</sup> Dermal Spray with Preservatives, and a convenience kit for the treatment of various dermatoses which packages together Quinnova's Neosalus<sup>®</sup> Cream with Proderm Technology<sup>®</sup> and Atrapro<sup>TM</sup> Antipruritic Hydrogel.
- **Notable research & development efforts.** Research and development efforts continue to be a focus of Oculus. We have launched numerous new products over the last twelve months and achieved several regulatory milestones, which will lead to more new product launches. Two highlights; we are most enthusiastic about R&D's work on RUT58-60 and our new scar management product candidate. Stay tuned for more.
- **Regained compliance with NASDAQ Listing Rules.** On March 22, 2013, we held a special meeting of our stockholders, where you—our stockholders—approved a proposal that authorized our board to effect a reverse stock split. On March 22, 2013, we initiated a reverse stock split at a ratio of 1:7, with an effective date of April 1, 2013. On April 16, 2013, the NASDAQ Hearings Panel notified us that we had regained compliance with the applicable minimum bid price rule, as required by the Panel's decision dated earlier in February 2013, and we are in compliance with all other applicable requirements required for listing on The NASDAQ Capital Market.

Looking ahead, we believe that Oculus is firmly on the right track. We have a dedicated team of employees who are fully focused on our company's number one goal: delivering reliable and long-term stockholder value while bringing meaningful solutions to the under-met or unmet medical needs of the global healthcare community.

This year, our Annual Meeting of Stockholders will be held at 10:00 a.m., Pacific Daylight Time, on Thursday, September 12, 2013, at our offices located at 1129 N. McDowell Blvd., Petaluma, California 94954.

I look forward to seeing you at the 2013 Annual Meeting and thank you for your continued support.

Sincerely,



Jim Schutz  
*Chief Executive Officer and Director*