

SANUWAVE Health, Inc.

Form 424B3

November 14, 2014

**Filed pursuant to Rule 424(b)(3) and Rule 424(c)**

**File No. 333-195263**

**Prospectus Supplement No. 3**

**(To Prospectus dated May 7, 2014)**

**SANUWAVE HEALTH, INC.**

**Resale of up to 56,793,600 Shares of Common Stock**

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This prospectus supplement supplements the prospectus dated May 7, 2014 (the "Prospectus"), related to the offer and sale, from time to time, of up to 56,793,600 shares of common stock, \$0.001 par value (the "Common Stock"), of SANUWAVE Health, Inc., a Nevada corporation (the "Company"), held on behalf of our selling stockholders, named in the section of the Prospectus titled "Selling Stockholders." This prospectus supplement should be read in conjunction with the Prospectus.

This prospectus supplement contains the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 filed by the Company with the Securities and Exchange Commission on November 12, 2014 (the "10-Q"). The 10-Q, as filed (but without the exhibits filed with the 10-Q), is set forth below. This prospectus supplement is not complete without, and may not be delivered or used except in connection with, the Prospectus. This prospectus supplement is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement updates and supersedes the information contained in the Prospectus.

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**Investing in our common stock involves a high degree of risk.  
See "Risk Factors" beginning on page 6 of the Prospectus.**

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.**

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The date of this prospectus supplement is November 14, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended September 30, 2014**

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

**For the transition period from \_\_\_\_\_ to**

**Commission File Number 000-52985**

**SANUWAVE Health, Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>20-1176000</b>
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)
<b>11475 Great Oaks Way, Suite 150</b>	<b>30022</b>

**Alpharetta, GA**

(Address of principal executive offices) (Zip Code)

**(770) 419-7525**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 7, 2014, there were issued and outstanding 50,706,519 shares of the registrant's common stock, \$0.001 par value.

**SANUWAVE Health, Inc.**

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### **Special Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q of SANUWAVE Health, Inc. and its subsidiaries (“SANUWAVE” or the “Company”) contains forward-looking statements. All statements in this Quarterly Report on Form 10-Q, including those made by the management of the Company, other than statements of historical fact, are forward-looking statements. Examples of forward-looking statements include statements regarding the Company’s future financial results, clinical trial results, regulatory approvals, operating results, business strategies, projected costs, products, competitive positions, management’s plans and objectives for future operations, and industry trends. These forward-looking statements are based on management’s estimates, projections and assumptions as of the date hereof and include the assumptions that underlie such statements. Forward-looking statements may contain words such as “may,” “will,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” and “could,” or other comparable terminology. Any expectations based on these forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in the reports we file with the Securities and Exchange Commission, specifically the sections titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013, filed on March 31, 2014 and in the Company’s Quarterly Reports on Form 10-Q. Other risks and uncertainties are and will be disclosed in the Company’s prior and future Securities and Exchange Commission (the “SEC”) filings. These and many other factors could affect the Company’s future financial condition and operating results and could cause actual results to differ materially from expectations based on forward-looking statements made in this document or elsewhere by the Company or on its behalf. The Company undertakes no obligation to revise or update any forward-looking statements. The following information should be read in conjunction with the financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013, filed on March 31, 2014.

*Except as otherwise indicated by the context, references in this Quarterly Report on Form 10-Q to “we,” “us” and “our” are to the consolidated business of the Company.*

**PART I — FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS (UNAUDITED)**

## SANUWAVE HEALTH, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	September 30, 2014	December 31, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$4,687,222	\$182,315
Accounts receivable - trade, net of allowance for doubtful accounts of \$48,044 in 2014 and \$43,282 in 2013	94,954	139,736
Inventory	257,962	246,006
Prepaid expenses	162,306	75,020
<b>TOTAL CURRENT ASSETS</b>	<b>5,202,444</b>	<b>643,077</b>
<b>PROPERTY AND EQUIPMENT, at cost, less accumulated depreciation (Note 3)</b>	<b>8,814</b>	<b>13,267</b>
<b>OTHER ASSETS</b>	<b>11,228</b>	<b>11,444</b>
<b>INTANGIBLE ASSETS, at cost, less accumulated amortization (Note 4)</b>	<b>690,202</b>	<b>920,269</b>
<b>TOTAL ASSETS</b>	<b>\$5,912,688</b>	<b>\$1,588,057</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$402,674	\$935,028
Accrued expenses (Note 5)	359,218	863,572
Accrued employee compensation	117,700	140,102
Interest payable, related parties (Note 7)	81,864	163,729
Notes payable, related parties (Note 7)	5,372,743	-
Convertible promissory note (Note 9)	-	147,775
Promissory notes	-	89,038
Capital lease payable	-	3,951
<b>TOTAL CURRENT LIABILITIES</b>	<b>6,334,199</b>	<b>2,343,195</b>



NON-CURRENT LIABILITIES		
Notes payable, related parties (Note 7)	-	5,372,743
TOTAL LIABILITIES	6,334,199	7,715,938
COMMITMENTS AND CONTINGENCIES (Note 12)		
	-	-
STOCKHOLDERS' EQUITY (DEFICIT)		
PREFERRED STOCK, SERIES A CONVERTIBLE, par value \$0.001, 6,175 shares authorized; 6,175 shares issued and outstanding (Note 10)	6	-
PREFERRED STOCK - UNDESIGNATED, par value \$0.001, 4,993,825 shares authorized; no shares issued and outstanding	-	-
COMMON STOCK, par value \$0.001, 150,000,000 shares authorized; 50,706,519 and 37,984,182 issued and outstanding in 2014 and 2013, respectively	50,707	37,984
ADDITIONAL PAID-IN CAPITAL	87,496,831	76,037,490
ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	(8,503 )	6,688
ACCUMULATED DEFICIT	(87,960,552)	(82,210,043)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(421,511 )	(6,127,881 )
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$5,912,688	\$1,588,057

The accompanying notes to condensed consolidated financial statements are an integral part of these statements.

SANUWAVE HEALTH, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(UNAUDITED)

Three Months Ended September 30,	Three Months Ended September 30,	Nine Months Ended September 30,	Nine Months Ended September 30,
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