

**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): February 27, 2015

BioSig Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-190080
(Commission File Number)

26-4333375
(IRS Employer
Identification No.)

12424 Wilshire Boulevard, Suite 745
Los Angeles, California
(Address of principal executive offices)

90025
(Zip Code)

Registrant's telephone number, including area code: **(310) 820-8100**

(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:

- 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))
-

Item 3.02 Unregistered Sales of Equity Securities.

On February 27, 2015, BioSig Technologies, Inc. (the “*Company*”) consummated a fifth closing under the Unit Purchase Agreement, dated December 19, 2014, by and among certain accredited investors (the “*Purchase Agreement*”), pursuant to which the Company issued to certain additional accredited investors (the “*Additional Investors*”) an aggregate of 5.575 units, which consisted of, in aggregate, 223,000 shares (the “*Investor Shares*”) of the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”), “A” Warrants to purchase 223,000 shares of Common Stock, exercisable at a price of \$2.50 per share (the “*A Warrants*”) and “B” Warrants to purchase 111,500 shares of Common Stock, exercisable at a price of \$3.75 per share (the “*B Warrants*,” and collectively with the A Warrants, the “*Investor Warrants*”), in exchange for aggregate consideration of \$557,500. In addition, in connection with the second closing, each Additional Investor became party to that certain Registration Rights Agreement, dated as of December 19, 2014 (the “*Registration Rights Agreement*”).

As previously reported in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on each of December 29, 2014, January 6, 2015, January 26, 2015 and February 17, 2015, the Company consummated the first, second, third and fourth closing under the Purchase Agreement on December 19, 2014, December 30, 2014, January 23, 2015 and February 10, 2015, respectively, pursuant to which the Company issued to the initial investors (the “*Initial Investors*” and together with the Additional Investors, the “*Investors*”) an aggregate of 24.256 units, which consisted of, in aggregate, 970,240 shares of Common Stock, A Warrants to purchase 970,240 shares of Common Stock and B Warrants to purchase 484,620 shares of Common Stock, in exchange for aggregate consideration of \$2,425,600, and together with the proceeds from the fifth closing, total consideration of \$2,983,100.

The shares of Common Stock and Investor Warrants issued and sold to the Investors were not registered under the Securities Act of 1933, as amended (the “*Securities Act*”), or the securities laws of any state, and were offered and sold in reliance on the exemption from registration under the Securities Act, provided by Section 4(a)(2) and Regulation D (Rule 506) under the Securities Act. Each Investor represented that it was an accredited investor (as defined by Rule 501 under the Securities Act).

The foregoing summaries of the Purchase Agreement, the Investor Warrants and Registration Rights Agreement are not complete, and are qualified in their entirety by reference to the full text of the agreements, which were filed as exhibits to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on February 20, 2015 and are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIOSIG TECHNOLOGIES, INC.

Date: March 5, 2015

By: /s/ Gregory Cash
Name: Gregory Cash
Title: Chief Executive Officer