

**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): May 20, 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.)

8441 Wayzata Blvd., Suite 240
Minneapolis, Minnesota
(Address of principal executive offices)

55426
(Zip Code)

Registrant's telephone number, including area code: **(763) 999-7330**

12424 Wilshire Boulevard, Suite 745
Los Angeles, CA 90025
(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))
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Item 1.01 Entry into a Material Definitive Agreement.

On May 22, 2015, the board of directors (the “*Board*”) of BioSig Technologies, Inc. (the “*Company*”) approved an amendment (the “*Equity Incentive Plan Amendment*”) to the BioSig Technologies, Inc. 2012 Equity Incentive Plan (the “*Equity Incentive Plan*”), subject to stockholder approval of the Equity Incentive Plan Amendment, which occurred on May 22, 2015. The Equity Incentive Plan Amendment amends the Equity Incentive Plan to revise its definition of “Fair Market Value” for purposes of awards granted pursuant to the Equity Incentive Plan to equal the arithmetic mean of the sales price for such stock for the ten trading days immediately preceding the date of determination if the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”) is then listed on any established stock exchange or national market system.

The foregoing summary of the Equity Incentive Plan Amendment is not complete, and is qualified in its entirety by reference to the full text of the Equity Incentive Plan Amendment filed as Exhibit 99.1 to this Current Report on Form 8-K and hereby incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 20, 2015, Jonathan Steinhouse submitted his resignation as a member of the Board, subject to acceptance by the Board, which occurred on May 22, 2015 (the “*Effective Date*”).

On the Effective Date, the Board appointed David Weild as a member of the Board, effective as of the Effective Date, to serve for a term expiring at the Company’s 2015 annual meeting of stockholders or until his successor is duly elected and qualified, or his earlier death, resignation or removal.

Mr. Weild, age 52, brings extensive financial, economic, stock exchange, capital markets, and small company expertise to the Company gained throughout his career on Wall Street. Mr. Weild is founder, chairman and CEO of Weild & Co. Prior to Weild & Co., Mr. Weild was vice chairman of NASDAQ and head of corporate finance and equity capital markets at Prudential Securities, Inc. Mr. Weild holds an M.B.A. from the Stern School of Business and a B.A. from Wesleyan University. He is also Chairman of the Board of the 9-11 charity Tuesday’s Children.

In connection with his appointment, effective the later to occur of (i) the date Mr. Weild executes his board service offer letter and (ii) the Effective Date (such date being the “*Date of Grant*”), the Company granted Mr. Weild (a) a stock option to purchase 250,000 shares of Common Stock with (i) an exercise price equal to the fair market value of the Common Stock on the Date of Grant, (ii) 50% of the shares vesting on the Date of Grant and (iii) 50% of the shares vesting on the first anniversary of the Date of Grant, and (b) a stock option to purchase an additional 50,000 shares of Common Stock with (i) an exercise price equal to the fair market value of the Common Stock on the Date of Grant and (ii) one-twelfth of the shares vesting on the same day of the month as the Date of Grant that occurs in each of the subsequent twelve months, in each case provided Mr. Weild is providing services to the Company through the applicable vesting dates (the “*Weild Grant*”). The Weild Grant is subject to the terms and conditions of the BioSig Technologies, Inc. 2012 Equity Incentive Plan and the Company’s standard form of stock option agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Amendment No. 4 to the BioSig Technologies, Inc. 2012 Equity Incentive Plan.

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.

BIO SIG TECHNOLOGIES, INC.

Date: May 29, 2015

By: /s/ Gregory Cash

Name: Gregory Cash

Title: Chief Executive Officer

**FOURTH AMENDMENT
TO THE
BIOSIG TECHNOLOGIES, INC. 2012 EQUITY INCENTIVE PLAN**

This FOURTH AMENDMENT TO THE BIOSIG TECHNOLOGIES, INC. 2012 EQUITY INCENTIVE PLAN (this “*Amendment*”), adopted as of May 22, 2015, subject to stockholder approval, is made and entered into by BioSig Technologies, Inc., a Delaware corporation (the “*Company*”). Terms used in this Amendment with initial capital letters that are not otherwise defined herein shall have the meanings ascribed to such terms in the BioSig Technologies, Inc. 2012 Equity Incentive Plan (the “*Plan*”).

WHEREAS, Section 18 of the Plan provides that the Board of Directors of the Company (the “*Board*”) may amend the Plan at any time; and

WHEREAS, the Board desires to amend the Plan to revise its definition of “Fair Market Value” of purposes of awards granted pursuant to the Plan, effective as of the date of stockholder approval of the Amendment; provided that, no awards may be issued under the Plan using the amended definition of “Fair Market Value” unless the effective date of grant of such awards are as least ten (10) trading days following the later of the date of stockholder approval of the Amendment and the date the Administrator (as defined in the Plan) irrevocably establishes the period for determining the exercise price for such awards, and any awards issued that are effective prior to such ten (10) trading day period shall be issued using the pre-amended definition of “Fair Market Value”.

NOW, THEREFORE, in accordance with Section 18 of the Plan, the Company hereby amends the Plan, effective as of the date of stockholder approval of this Amendment, as follows:

1. Section 2(q)(i) of the Plan is amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 2(q)(i):

(i) If the Common Stock is listed on any established stock exchange or a national market system, including, without limitation, the Nasdaq Global Select Market, the Nasdaq Global Market, or the Nasdaq Capital Market of The Nasdaq Stock Market, its Fair Market Value will be the arithmetic mean of the sales prices for such stock (or the closing bids, if no sales were reported) for the ten (10) trading days immediately preceding the day of determination, as quoted on such exchange or system for each such trading day, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

2. Section 6(e)(i) of the Plan is amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 6(e)(i):

(i) Exercise Price. The per Share exercise price for the Shares to be issued pursuant to the exercise of an Option will be determined by the Administrator, but will be no less than one hundred percent (100%) of the Fair Market Value per Share on the effective date of grant of such Option. At any time the Common Stock is listed on any established stock exchange or a national market system, the period for determining the exercise price for the Shares to be issued pursuant to the exercise of an Option must be irrevocably established at least ten (10) trading days prior to the effective date of grant of such Option and must be determined in accordance with the terms of Section 2(q)(i) of the Plan. In addition, in the case of an Incentive Stock Option granted to an Employee who owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the per Share exercise price will be no less than one hundred ten percent (110%) of the Fair Market Value per Share on the effective date of grant. Notwithstanding the foregoing provisions of this Section 6(e)(i), Options may be granted with a per Share exercise price of less than one hundred percent (100%) of the Fair Market Value per Share on the effective date of grant pursuant to a transaction described in, and in a manner consistent with, Code Section 424(a).

3. Except as expressly amended by this Amendment, the Plan shall continue in full force and effect in accordance with the provisions thereof.

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Signature Page Follows.]*

IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of the date first written above.

BIOSIG TECHNOLOGIES, INC.

By: /s/ Kenneth L. Londoner
Name: Kenneth L. Londoner
Title: Chairman of the Board of Directors

*Signature Page to
Fourth Amendment*
