

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

BIO SIG TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

26-433375

(I.R.S. Employer Identification No.)

**8441 Wayzata Blvd., Suite 240
Minneapolis, Minnesota 55426
(763) 999-7330**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

BioSig Technologies, Inc. 2012 Equity Incentive Plan

(Full title of the plans)

**Gregory D. Cash
President and Chief Executive Officer
8441 Wayzata Blvd., Suite 240
Minneapolis, Minnesota 55426
(763) 999-7330**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**Rick A. Werner, Esq.
Haynes and Boone, LLP
30 Rockefeller Plaza, 26th Floor
New York, New York 10112
Tel. (212) 659-7300
Fax (212) 884-8234**

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	834,642(2)	\$ 2.00(3)	\$ 1,669,284	\$ 168.10
Common Stock, \$0.001 par value per share	1,682,050(2)	\$ 2.09(3)	\$ 3,515,485	\$ 354.01
Common Stock, \$0.001 par value per share	1,265,769(2)	\$ 2.21(3)	\$ 2,797,349	\$ 281.69
Common Stock, \$0.001 par value per share	2,412,729(2)	\$ 2.50(3)	\$ 6,031,823	\$ 607.40
Common Stock, \$0.001 par value per share	300,000(2)	\$ 3.99(3)	\$ 1,197,000	\$ 120.54
Common Stock, \$0.001 par value per share	260,000(2)	\$ 1.75(3)	\$ 455,000	\$ 45.82
Common Stock, \$0.001 par value per share	25,000(2)	\$ 2.90(3)	\$ 72,500	\$ 7.30
Common Stock, \$0.001 par value per share	300,000(2)	\$ 2.75(3)	\$ 825,000	\$ 83.08
Common Stock, \$0.001 par value per share	250,000(2)	\$ 2.53(3)	\$ 632,500	\$ 63.69
Common Stock, \$0.001 par value per share	75,000(2)	\$ 1.74(3)	\$ 130,500	\$ 13.14
Common Stock, \$0.001 par value per share	375,000(2)	\$ 1.56(3)	\$ 585,000	\$ 58.91
Common Stock, \$0.001 par value per share	2,440,000(4)	\$ 1.32(5)	\$ 3,220,800	\$ 324.33
Common Stock, \$0.001 par value per share	1,465,933(6)	\$ 1.32(5)	\$ 1,935,032	\$ 194.86
Total	<u>11,686,123</u>		<u>\$ 23,067,273</u>	<u>\$ 2,322.87</u>

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, we are also registering an indeterminable number of shares of common stock that may be issued in connection with stock splits, stock dividends, recapitalizations or similar transactions.
 - (2) Represents shares of common stock issuable pursuant to stock option awards outstanding under the 2012 Equity Incentive Plan (the "2012 Plan").
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, and based upon the weighted average price at which such options may be exercised.
 - (4) Represents shares of restricted stock issued under the 2012 Plan.
 - (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended. The fee is calculated on the basis of the average of the high and low sale prices for the registrant's common stock as reported on the OTC Markets Group Inc.'s OTCQB tier on December 28, 2015.
 - (6) Represents shares of common stock reserved for issuance pursuant to the 2012 Plan.
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EXPLANATORY NOTE

This registration statement registers 7,780,190 shares of common stock, par value \$0.001 per share, of BioSig Technologies, Inc. (“we”, “us”, “our”, the “Company” or “Registrant”) underlying options previously granted under the BioSig Technologies, Inc. 2012 Equity Incentive Plan (the “2012 Plan”), 2,440,000 shares of restricted stock previously granted under the 2012 Plan, and 1,465,933 shares of common stock reserved for issuance under the 2012 Plan.

This Registration Statement also includes a prospectus (which we refer to as the reoffer prospectus) prepared in accordance with General Instruction C of Form S-8 and in accordance with the requirements of Part I of Form S-3. The reoffer prospectus may be used for reofferings and resales of certain of the shares of our common stock listed above that may be deemed to be “control securities” and/or “restricted securities” under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder. These are shares that were or may be acquired by our officers, directors and affiliates, or that were acquired by our employees or consultants, under an employee benefit plan. Such officers, directors, affiliates, employees and consultants are the selling stockholders identified in the reoffer prospectus. The amount of shares to be offered or resold by means of this reoffer prospectus by each selling stockholder, and any other person with whom he or she is acting in concert for the purpose of selling our securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) of the Securities Act of 1933, as amended.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. Such documents are not being filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act of 1933, as amended.

REOFFER PROSPECTUS



BioSig Technologies, Inc.

10,220,190 Shares of Common Stock

This reoffer prospectus relates to shares of common stock of BioSig Technologies, Inc. that may be reoffered or resold from time to time by the stockholders identified in this reoffer prospectus and that have been acquired or that may be acquired under our 2012 Equity Incentive Plan (the "2012 Plan"). This prospectus covers 2,440,000 shares of restricted stock that are owned by the selling stockholders and up to 7,780,190 shares of common stock issuable upon the exercise of currently outstanding options granted under the 2012 Plan.

The selling stockholders may sell shares of common stock from time to time in the principal market on which our common stock is traded at the prevailing market price or in privately negotiated transactions. See "Plan of Distribution" which begins on page 10. The amount of shares to be offered or resold by means of this reoffer prospectus by each selling stockholder, and any other person with whom he or she is acting in concert for the purpose of selling our securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) of the Securities Act of 1933, as amended.

We will not receive any of the proceeds from the sale of common stock by the selling stockholders. However, we will generate proceeds in the event of an exercise of the options by the selling stockholders. We intend to use those proceeds, if any, for general corporate purposes. We will pay the expenses of registering these shares.

Our common stock is quoted on the OTCQB tier of the OTC Markets Group, Inc. under the symbol "BSGM." On December 29, 2015, the last reported sale price of our common stock as reported on the OTCQB was \$1.20 per share.

We may amend or supplement this reoffer prospectus from time to time by filing amendments or supplements as required. You should read the entire prospectus, the information incorporated by reference herein and any amendments or supplements carefully before you make your investment decision.

Investing in our common stock is highly speculative and involves a high degree of risk. You should carefully consider the risks and uncertainties in the section entitled "Risk Factors" beginning on page 4 of this reoffer prospectus before making a decision to purchase our stock.

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

The date of this reoffer prospectus is December 30, 2015.

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in this prospectus or incorporated by reference in this prospectus and in any applicable prospectus supplement. Neither we nor the selling stockholders have authorized anyone to provide you with different information. We and the selling stockholders take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The information contained in this prospectus, any applicable prospectus supplement and the documents incorporated by reference herein or therein are accurate only as of the date such information is presented. Our business, financial condition, results of operations and prospects may have changed since that date. You should also read this prospectus together with the additional information described under the headings “Incorporation of Certain Information by Reference” and “Where You Can Find More Information.” This prospectus may be supplemented from time to time to add, update or change information in this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus supplement modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus.

The selling stockholders are offering the common stock only in jurisdictions where such issuances are permitted. The distribution of this prospectus and the issuance of the common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the issuance of the common stock and the distribution of this prospectus outside the United States. This prospectus does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, the common stock offered by this prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

The registration statement containing this prospectus, including the exhibits to the registration statement, provides additional information about us and the securities offered under this prospectus. The registration statement, including the exhibits, can be read on the Securities and Exchange Commission’s website or at the Securities and Exchange Commission’s offices mentioned under the heading “Where You Can Find More Information.”

PROSPECTUS SUMMARY

This summary provides an overview of selected information contained elsewhere or incorporated by reference in this prospectus and does not contain all of the information you should consider before investing in our common stock. You should carefully read the prospectus, the information incorporated by reference and the registration statement of which this prospectus is a part in their entirety before investing in our common stock, including the information discussed under “Risk Factors” in this prospectus and the documents incorporated by reference and our financial statements and notes thereto that are incorporated by reference in this prospectus. As used in this prospectus, unless the context otherwise indicates, the terms “we,” “our,” “us,” or “the Company” refer to BioSig Technologies, Inc., and, where appropriate, its consolidated subsidiaries.

Overview

We are a development stage medical device company that is developing a proprietary technology platform to minimize noise and artifacts from cardiac recordings during electrophysiology studies and ablation. We are developing the PURE (Precise Uninterrupted Real-time evaluation of Electrograms) EP System, a surface electrocardiogram and intracardiac multichannel recording and analysis system that acquires, processes and displays electrocardiogram and electrograms required during electrophysiology studies and ablation procedures.

The PURE EP System is designed to assist electrophysiologists in making clinical decisions in real-time by providing information that, we believe, is not always easily obtained, if at all, from any other equipment presently used in electrophysiology labs. The PURE EP System’s ability to acquire high fidelity cardiac signals will potentially increase these signals’ diagnostic value, and therefore offer improved accuracy and efficiency of the EP studies and related procedures. We are developing signal processing tools within the PURE EP System. We believe that these will assist electrophysiologists in further differentiating true signals from noise, and will provide guidance in identifying ablation targets.

Because we are a development stage company, with our initial product under development, we currently do not have any customers. We anticipate that our initial customers will be hospitals and other health care facilities that operate electrophysiology labs.

Corporate History

We were formed as BioSig Technologies, Inc., a Nevada corporation, in February 2009 and in April 2011 we merged with our wholly-owned subsidiary, BioSig Technologies Inc., a Delaware corporation, with the Delaware corporation continuing as the surviving entity. We have not generated any revenue to date and consequently our operations are subject to all risks inherent in the establishment of a new business enterprise.

On October 29, 2014, our common stock commenced trading on the OTCQB tier of the OTC Markets Group, Inc. under the symbol “BSGM.” Prior to October 29, 2014, there was no established public market for our common stock.

Our principal executive offices are located at 8441 Wayzata Blvd., Suite 240, Minneapolis, Minnesota 55426. Our telephone number is (763) 999-7330. Our website address is www.biosigtech.com. Information accessed through our website is not incorporated into this prospectus and is not a part of this prospectus.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties and all other information contained or incorporated by reference in this prospectus, including the risks and uncertainties discussed under “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015, as updated or superseded by the risks and uncertainties described under similar headings in the other documents that are filed after the date hereof and incorporated by reference into this prospectus or any prospectus supplement. All of these “Risk Factors” are incorporated by reference herein in their entirety. These risks and uncertainties are not the only ones facing us. Additional risks of which we are not presently aware or that we currently believe are immaterial may also harm our business and results of operations. The trading price of our common stock could decline due to the occurrence of any of these risks, and investors could lose all or part of their investment. In assessing these risks, investors should also refer to the information contained or incorporated by reference in our other filings with the Securities and Exchange Commission.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the information incorporated by reference contain “forward-looking statements,” which include information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as “may,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and will probably not be accurate indications of when such performance or results will be achieved. Forward-looking statements are based on information we have when those statements are made or our management’s good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- our ability to manufacture our product candidates on a commercial scale on our own, or in collaboration with third parties;
- difficulties in obtaining financing on commercially reasonable terms;
- changes in the size and nature of our competition;
- loss of one or more key executives or scientists; and
- difficulties in securing regulatory approval to market our product candidates.

You should review carefully the section entitled “Risk Factors” beginning on page 4 of this prospectus for a discussion of these and other risks that relate to our business and investing in our common stock. The forward-looking statements contained or incorporated by reference in this prospectus are expressly qualified in their entirety by this cautionary statement. We do not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any such statement is made or to reflect the occurrence of unanticipated events.

USE OF PROCEEDS

We will not receive any proceeds from the sale of common stock by the selling stockholders.

Certain of the shares covered by this prospectus are issuable upon exercise of options to purchase our common stock. As such, if a selling stockholder exercises all or any portion of its options, we will receive the aggregate exercise price paid by such selling stockholder in connection with any such option exercise. We intend to use those proceeds, if any, for general corporate purposes.

SELLING STOCKHOLDERS

This reoffer prospectus relates to the reoffer and resale of shares issued or that may be issued to the selling stockholders listed below, or future selling stockholders, under the 2012 Plan. Each of the transactions by which the selling stockholders acquired the securities covered by this prospectus was exempt under the registration provisions of the Securities Act of 1933, as amended.

Executive officers, directors, employees and consultants, their family members, trusts for their benefit, or entities that they own, that acquire common stock under the 2012 Plan may be added to the selling stockholder list below by a prospectus supplement filed with the Securities and Exchange Commission. The number of shares to be sold by any selling stockholder under this prospectus also may be increased or decreased by a prospectus supplement. Notwithstanding the foregoing, the amount of shares to be reoffered or resold by means of this prospectus by each selling stockholder, and any other person with whom such selling stockholder is acting in concert for the purpose of selling our securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) of the Securities Act of 1933, as amended. Although a person's name is included in the table below, neither that person nor we are making an admission that the named person is our "affiliate."

The following table sets forth, as of December 29, 2015, the number of shares beneficially owned by each current selling stockholder. The number of shares in the column "Number of Shares Beneficially Owned Prior to the Offering" represents the total number of shares that a selling stockholder currently owns or has the right to acquire within sixty (60) days of December 29, 2015. The number of shares in the column "Shares Which May be Offered" represents all of the shares that a selling stockholder may offer under this reoffer prospectus, and includes shares issuable upon the exercise of options that have not yet vested and are not included in the column "Number of Shares Beneficially Owned Prior to the Offering." The table and footnotes assume that the selling stockholders will sell all of the shares listed in the column "Shares Which May be Offered." However, because the selling stockholders may sell all or some of their shares under this reoffer prospectus from time to time, or in another permitted manner, we cannot assure you as to the actual number of shares that will be sold by the selling stockholders or that will be held by the selling stockholders after completion of any sales. We do not know how long the selling stockholders will hold the shares before selling them. Beneficial ownership is determined in accordance with Rule 13d-3(d) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. The selling stockholders have not had a material relationship with us within the past three years other than as set forth in the column "Position" in the table below or as a result of their acquisition of our shares or other securities.

Selling Stockholder	Position	Number of Shares Beneficially Owned Prior to the Offering (1)	Shares Which May be Offered (2)	Shares Beneficially Owned After Offering	Percentage of Common Stock Beneficially Owned After Offering (3)
Kenneth L. Londoner (4)	Executive Chairman and Director	4,406,114(5)	675,000(6)	3,731,114	21.70%
Gregory D Cash (7)	Chief Executive Officer, Director	532,266(8)	1,290,769(9)	10,000	*
Asher Holzer (10)	Chief Scientific Officer, Former Director	424,666(11)	630,000(12)	65,000	*
Jeff O'Donnell (13)	Director	363,299(14)	395,800(15)	92,500	*
John Steinhouse (16)	Former Director	492,528(17)	200,000(18)	292,528	1.73%
Kalyanam Shivkumar (19)	Former Director, Scientific Advisor	275,000(20)	275,000(20)	-	*
Patrick J Gallagher (21)	Director	135,416(22)	200,000(23)	-	*
Roy T. Tanaka (24)	Director	727,529(25)	918,927(26)	5,000	*
Seth H. Z. Fischer (27)	Director	542,610(28)	550,944(29)	-	*
Branislav Vlajinic (30)	Employee	193,750(31)	150,000(32)	43,750	*
Budimir S Drakulic (33)	Consultant	500,000(34)	500,000(34)	-	*
Dr Jacob Dagan (35)	Former Consultant	70,000(36)	70,000(36)	-	*
Irena Drakulic (37)	Employee	10,000(38)	10,000(38)	-	*
Ivana Jovicic (39)	Employee	125,000(40)	125,000(40)	-	*
Leslie Berger (41)	Former Consultant	12,500(42)	12,500(42)	-	*
Lora Mikolaitis (43)	Employee	3,611,224 (44)	175,000(45)	3,436,224	20.37%
Ron Coelyn (46)	Consultant	50,000(47)	50,000(47)	-	*
Dr. Rony Shimony (48)	Consultant	333,750(49)	323,750(50)	10,000	*
Sew-Wah Tay (51)	Former Consultant	3,333(52)	15,000(53)	-	*
Sina Fakhra (54)	Employee	287,500(55)	200,000(56)	87,500	*
Steve Chaussy (57)	Chief Financial Officer	477,362(58)	410,000(59)	67,362	*
Thomas G Foxall (60)	Employee	287,500(61)	200,000(62)	87,500	*
Dr. Vivek Reddy (63)	Consultant, Scientific Advisor	30,000(64)	30,000(64)	-	*
Stuart Rosenberg (65)	Former Consultant	12,500(66)	12,500(66)	-	*
Suzanne Ratzloff (67)	Consultant	70,000(68)	70,000(68)	-	*
Jerome B. Zeldis (69)	Director	581,481(70)	350,000(71)	248,148	1.46%
Mark Mahaffie (72)	Former Consultant	15,000(73)	15,000(73)	-	*
Doug Cress (74)	Consultant	20,000(75)	20,000(75)	-	*
Brett Verona (76)	Former Consultant	37,500(77)	37,500(77)	-	*
William Gerhauser (78)	Former Consultant	37,500(79)	37,500(79)	-	*
Brian S. John (80)	Former Consultant	33,333(81)	33,333(81)	-	*
Richard Miller (82)	Former Consultant	33,333(83)	33,333(83)	-	*
E. Kouyoumdjian (84)	Former Consultant	33,334(85)	33,334(85)	-	*
Barry Kaplan (86)	Consultant	37,500(87)	37,500(87)	-	*
Andrew Kaplan (88)	Consultant	37,500(89)	37,500(89)	-	*
James Dryer (90)	Former Consultant	12,500(91)	12,500(91)	-	*
Mimi Galbo (92)	Former Consultant	12,500(93)	12,500(93)	-	*
David Baker (94)	Former Consultant	50,000(95)	50,000(95)	-	*
Adam Long (96)	Former Consultant	75,000(97)	75,000(97)	-	*
Robert Ross (98)	Former Consultant	- (99)	50,625(100)	-	*
Glenn Farinacci (101)	Former Consultant	- (102)	16,875(103)	-	*
Jeffrey Ramson (104)	Former Consultant	75,000(105)	75,000(105)	-	*
Henry Zemla III (106)	Consultant	30,000(107)	30,000(107)	-	*
Frank Benedetto (108)	Consultant	112,500(109)	112,500(109)	-	*
David Weild IV (110)	Director	162,501(111)	300,000(112)	-	*
Donald E. Foley (113)	Director	327,083(114)	275,000(115)	300,000	1.77%
Andrew Haag (116)	Consultant	75,000(117)	75,000(117)	-	*
Brian McLaughlin (118)	Employee, VP Corporate Finance & Investor Relations	150,000(119)	200,000(120)	50,000	*
Christopher Castaldo (121)	Consultant	150,000(122)	150,000(122)	-	*
George Robert Kraus, Jr (123)	Consultant	125,000(124)	100,000(125)	25,000	*
Jack Brewer (126)	Consultant	150,000(127)	150,000(127)	-	*
Jane A. Finn (128)	Former Consultant	25,000(129)	25,000(129)	-	*
Jay Millerhagen (130)	Employee, VP Clinical Research	162,500(131)	260,000(132)	-	*
Nathan Kappus (133)	Former Consultant	75,000(134)	75,000(134)	-	*
Todd Adler (135)	Former Consultant	50,000(136)	50,000(136)	-	*

* Less than 1%.

- (1) Shares of common stock beneficially owned and the respective percentages of beneficial ownership of common stock assumes the exercise of all options, warrants and other securities convertible into common stock beneficially owned by such person currently exercisable or exercisable within 60 days of December 29, 2015. Shares issuable pursuant to the exercise of stock options and warrants exercisable within 60 days are deemed outstanding and held by the holder of such options or warrants for computing the percentage of outstanding common stock beneficially owned by such person, but are not deemed outstanding for computing the percentage of outstanding common stock beneficially owned by any other person.
- (2) Assumes the sale of all shares of common stock registered hereunder, which amount is comprised of shares issuable upon the exercise of outstanding stock options and/or shares of restricted stock awarded under the 2012 Plan. Does not constitute a commitment to sell any or all of the stated number of shares of common stock. The number of shares offered shall be determined from time to time by each selling stockholder at their sole discretion.
- (3) Percentage based on 16,866,036 shares of common stock outstanding as of December 29, 2015.
- (4) Mr. Londoner is co-founder and has served as executive chairman since 2009.
- (5) Comprised of (i) 66,511 shares of common stock directly held by Mr. Londoner, (ii) 3,334,974 shares of common stock held by Endicott Management Partners, LLC, an entity for which Mr. Londoner is deemed the beneficial owner, (iii) 329,629 shares of common stock issuable upon the exercise of warrants, (iv) 425,000 shares of restricted stock, and (v) 250,000 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (6) Comprised of (i) 425,000 shares of restricted stock, and (ii) 250,000 shares of common stock issuable upon exercise of options.
- (7) Mr. Cash has served as our president and chief executive officer and as our director since July 2014.
- (8) Comprised of (i) 10,000 shares of common stock, (ii) 25,000 shares of restricted stock and (ii) 497,266 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (9) Comprised of (i) 25,000 shares of restricted stock, and (ii) 1,265,769 shares of common stock issuable upon exercise of options.
- (10) Dr. Holzer served as our director from September 2012 until October 2015; and has served as our Chief Scientific Officer since September 2012.
- (11) Comprised of (i) 65,000 shares of common stock, (ii) 25,000 shares of restricted stock, (iii) 334,666 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (12) Comprised of (i) 25,000 shares of restricted stock, (ii) 605,000 shares of common stock issuable upon exercise of options.
- (13) Mr. O'Donnell has served as our director since February 2015; he had previously served as our director from October 2011 until February 2014.
- (14) Includes (i) 92,500 shares of common stock, (ii) 25,000 shares of restricted stock, and (iii) 245,799 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (15) Comprised of (i) 25,000 shares of restricted stock and (ii) 370,800 shares of common stock issuable upon exercise of options.
- (16) Mr. Steinhouse served as our director from February 2011 until May 2015.
- (17) Comprised of (i) 247,060 shares of common stock, (ii) 45,468 shares of common stock issuable upon the exercise of warrants, (iii) 25,000 shares of restricted stock, and (v) 175,000 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (18) Comprised of (i) 25,000 shares of restricted stock, and (ii) 175,000 shares of common stock issuable upon exercise of options.
- (19) Dr. Shivkumar served as our director from September 2012 until October 2014.
- (20) Comprised of shares of common stock issuable upon exercise of options.
- (21) Mr. Gallagher has served as our director since September 2014.
- (22) Comprised of (i) 25,000 shares of restricted stock, and (ii) 110,416 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015. shares of restricted stock.
- (23) Comprised of (i) 25,000 shares of restricted stock, and (ii) 175,000 shares of common stock issuable upon exercise of options.
- (24) Mr. Tanaka has served as our director since July 2012.
- (25) Comprised of (i) 5,000 shares of common stock, (ii) 25,000 shares of restricted stock, and (iii) 697,529 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (26) Comprised of (i) 25,000 shares of restricted stock, and (ii) 893,927 shares of common stock issuable upon exercise of options.
- (27) Mr. Fischer has served as our director since May 2013.
- (28) Comprised of (i) 25,000 shares of restricted stock, and (ii) 517,610 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (29) Comprised of (i) 25,000 shares of restricted stock, and (ii) 525,944 shares of common stock issuable upon exercise of options.
- (30) Mr. Vlajinic has served as our employee since 2010.
- (31) Comprised of (i) 43,750 shares of common stock, and (ii) 150,000 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (32) Comprised of shares of common stock issuable upon exercise of options.
- (33) Dr. Drakulic has served in an employee or consultant role since 2009.
- (34) Comprised of shares of common stock issuable upon exercise of options.
- (35) Dr. Dagan served as a consultant.
- (36) Comprised of shares of common stock issuable upon exercise of options.

- (37) Ms. Drakulic has served as our employee since 2012.
- (38) Comprised of shares of common stock issuable upon exercise of options.
- (39) Ms. Jovicic has served as an employee since 2011.
- (40) Comprised of shares of common stock issuable upon exercise of options.
- (41) Ms. Berger served as a consultant.
- (42) Comprised of shares of common stock issuable upon exercise of options.
- (43) Ms. Mikolaitis is a co-founder and employee since 2009.
- (44) Comprised of (i) 43,750 shares of common stock directly held by Ms. Mikolaitis, (ii) 3,392,474 shares of common stock held by Miko Consulting Group, Inc., an entity for which Ms. Mikolaitis is deemed the beneficial owner, (iii) 175,000 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (45) Comprised of shares of common stock issuable upon exercise of options.
- (46) Mr. Coelyn has served as our consultant since 2014.
- (47) Comprised of shares of common stock issuable upon exercise of options.
- (48) Dr. Shimony has served as our consultant since 2013.
- (49) Comprised of (i) 10,000 shares of common stock, (ii) 323,750 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (50) Comprised of shares of common stock issuable upon exercise of options.
- (51) Ms. Tay served as a consultant.
- (52) Comprised of shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (53) Comprised of shares of common stock issuable upon exercise of options.
- (54) Mr. Fakhra has served as our employee since 2010.
- (55) Comprised of (i) 87,500 shares of common stock, (ii) 200,000 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (56) Comprised of shares of common stock issuable upon exercise of options.
- (57) Mr. Chaussy has served as our chief financial officer since 2010.
- (58) Comprised of (i) 67,362 shares of common stock, (ii) 350,000 shares of restricted stock, and (iii) 60,000 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (59) Comprised of (i) 350,000 shares of restricted stock, and (ii) 60,000 shares of common stock issuable upon exercise of options.
- (60) Mr. Foxall has served as our employee since 2010.
- (61) Comprised of (i) 87,500 shares of common stock, (ii) 200,000 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (62) Comprised of shares of common stock issuable upon exercise of options.
- (63) Dr. Reddy has served as our consultant since April 2013.
- (64) Comprised of shares of common stock issuable upon exercise of options.
- (65) Mr. Rosenberg served as a consultant.
- (66) Comprised of shares of common stock issuable upon exercise of options.
- (67) Ms. Ratzloff has served as our consultant since May 2011.
- (68) Comprised of shares of common stock issuable upon exercise of options.
- (69) Dr. Zeldis has been a shareholder since January 2013 and has served as our director since April 2015.
- (70) Comprised of (i) 137,245 shares of common stock, (ii) 42,334 shares of common stock issuable upon the conversion of Series C preferred stock including accrued dividends, (iii) 68,569 shares of common stock issuable upon the exercise of warrants, (iv) 333,333 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (71) Comprised of shares of common stock issuable upon exercise of options.
- (72) Mr. Mahaffie served as a consultant.
- (73) Comprised of shares of common stock issuable upon exercise of options.
- (74) Mr. Cress has served as our consultant since 2013.
- (75) Comprised of shares of restricted stock.
- (76) Mr. Verona served as a consultant.
- (77) Comprised of shares of restricted stock.
- (78) Mr. Gerhauser served as a consultant.
- (79) Comprised of shares of restricted stock.
- (80) Mr. John served as a consultant.
- (81) Comprised of shares of restricted stock.
- (82) Mr. Miller served as a consultant.
- (83) Comprised of shares of restricted stock.
- (84) Mr. Kouyoumdjian served as a consultant.
- (85) Comprised of shares of restricted stock.
- (86) Mr. Kaplan has served as our consultant since December 2014.
- (87) Comprised of shares of restricted stock.
- (88) Mr. Kaplan has served as our consultant since December 2014.
- (89) Comprised of shares of restricted stock.
- (90) Mr. Dryer served as a consultant.
- (91) Comprised of shares of restricted stock.
- (92) Mr. Galbo served as a consultant.

- (93) Comprised of shares of restricted stock.
- (94) Mr. Baker served as a consultant.
- (95) Comprised of shares of restricted stock.
- (96) Mr. Long served as a consultant.
- (97) Comprised of shares of restricted stock.
- (98) Mr. Ross served as a consultant.
- (99) Comprised of shares of restricted stock that are currently issuable or issuable within 60 days of December 29, 2015.
- (100) Comprised of shares of restricted stock.
- (101) Mr. Farinacci served as a consultant.
- (102) Comprised of shares of restricted stock that are currently issuable or issuable within 60 days of December 29, 2015.
- (103) Comprised of shares of restricted stock.
- (104) Mr. Ramson served as a consultant.
- (105) Comprised of shares of restricted stock.
- (106) Mr. Zemla has served as our consultant since January 2015.
- (107) Comprised of (i) 15,000 shares of restricted stock, and (ii) 15,000 shares of common stock issuable upon exercise of options.
- (108) Mr. Benedetto has served as our consultant since October 2014.
- (109) Comprised of shares of restricted stock.
- (110) Mr. Weild has served as our director since May 2015.
- (111) Comprised of shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015
- (112) Comprised of shares of common stock issuable upon exercise of options.
- (113) Mr. Foley has served as our director since October 2015.
Comprised of (i) 200,000 shares of common stock, (ii) 100,000 shares of common stock issuable upon the exercise of warrants and (iii) 27,083 shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015
- (114) Comprised of shares of common stock issuable upon exercise of options.
- (115) Mr. Haag has served as our consultant since December 2015.
- (116) Comprised of shares of restricted stock.
- (117) Mr. McLaughlin has served as our employee since April 2015.
- (118) Comprised of (i) 50,000 shares of common stock and (ii) 100,000 shares of restricted stock that are currently issuable or issuable within 60 days of December 29, 2015.
- (119) Comprised of shares of restricted stock.
- (120) Mr. Castaldo has served as our consultant since April 2015.
- (121) Comprised of shares of restricted stock.
- (122) Mr. Kraus has served as our consultant since December 2015.
- (123) Comprised of (i) 25,000 shares of common stock and (ii) 100,000 shares of restricted stock.
- (124) Comprised of shares of restricted stock.
- (125) Mr. Brewer has served as our consultant since July 2015.
- (126) Comprised of shares of restricted stock.
- (127) Ms. Finn served as a consultant.
- (128) Comprised of shares of common stock issuable upon the exercise of options.
- (129) Mr. Millerhagen has served as our employee since March 2015.
- (130) Comprised of shares of common stock issuable upon exercise of options that are currently exercisable or exercisable within 60 days of December 29, 2015.
- (131) Comprised of shares of common stock issuable upon exercise of options
- (132) Mr. Kappus served as a consultant.
- (133) Comprised of shares of restricted stock.
- (134) Mr. Adler served as a consultant.
- (135) Comprised of shares of restricted stock.
- (136)

PLAN OF DISTRIBUTION

Each selling stockholder may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- on any national securities exchange or quotation service on which our shares may be listed or quoted at the time of the sale;
- in the over-the-counter market;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- settlement of short sales entered into after the effective date of the registration statement of which this reoffer prospectus forms a part;
- in transactions through broker-dealers that agree with the selling stockholder to sell a specified number of such shares at a stipulated price per share;
- a combination of any of the foregoing methods of sale; and
- any other method permitted pursuant to applicable law.

The amount of shares to be reoffered or resold by means of this prospectus by each selling stockholder, and any other person with whom such selling stockholder is acting in concert for the purpose of selling our securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) of the Securities Act of 1933, as amended.

If the selling stockholder effects such transactions by selling shares of our common stock to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling stockholder or commissions from purchasers of our common stock for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved).

From time to time, one or more of the selling stockholders may distribute, devise, gift, pledge, hypothecate or grant a security interest in some or all of the shares of common stock owned by them. Any such distributees, devisees or donees will be deemed to be selling stockholders. Any such pledgees, secured parties or persons to whom the securities have been hypothecated will, upon foreclosure in the event of default, be deemed to be selling stockholders.

The selling stockholder and any broker-dealer participating in the distribution of our common stock may be deemed to be “underwriters” within the meaning of the Securities Act of 1933, as amended, and any commission paid, or any discounts or concessions allowed to, any such broker-dealer may be deemed to be underwriting commissions or discounts under the Securities Act of 1933, as amended. At the time a particular offering of the securities is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of securities being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling stockholder and any discounts, commissions or concessions allowed, reallocated or paid to broker-dealers.

The selling stockholder may choose not to sell any or may choose to sell less than all of our common stock registered pursuant to the registration statement of which this reoffer prospectus forms a part.

The selling stockholder and any other person participating in such distribution will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, including, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the shares of common stock by the selling stockholder and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the shares of common stock to engage in market-making activities with respect to the shares of common stock. All of the foregoing may affect the marketability of the common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of our common stock.

We will pay the expenses of the registration of our common stock sold by the selling stockholders, including, without limitation, Securities and Exchange Commission filings fees, compliance with state securities or “blue sky” laws; provided, however, that the selling stockholder will pay all underwriting discounts and selling commissions, if any. As and when we are required to update this reoffer prospectus, we may incur additional expenses.

Once sold under the registration statement of which this reoffer prospectus forms a part, our common stock will be freely tradable in the hands of persons other than our affiliates. We have notified the selling stockholders of the need to deliver a copy of this reoffer prospectus in connection with any sale of the shares.

In order to comply with certain state securities laws, if applicable, the shares may be sold in such jurisdictions only through registered or licensed brokers or dealers. In certain states, the shares may not be sold unless the shares have been registered or qualified for sale in such state or an exemption from regulation or qualification is available and is complied with. Sales of shares must also be made by the selling stockholders in compliance with all other applicable state securities laws and regulations.

In addition to any shares sold hereunder, selling stockholders may, at the same time, sell any shares of common stock owned by them in compliance with all of the requirements of Rule 144, regardless of whether such shares are covered by this reoffer prospectus.

LEGAL MATTERS

Haynes and Boone, LLP, New York, New York, has passed upon the validity of the shares of our common stock offered by the selling stockholders under this prospectus.

EXPERTS

The financial statements as of and for the years ended December 31, 2014 and 2013 incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2014 have been audited by Liggett, Vogt & Webb, P.A., an independent registered public accounting firm, as stated in their report appearing therein, and are incorporated by reference in reliance upon the report of such firm, given upon their authority as experts in auditing and accounting.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The Securities and Exchange Commission allows us to “incorporate by reference” the information we have filed with it, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is an important part of this prospectus, and later information that we file with the Securities and Exchange Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future documents we file with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this prospectus and prior to the termination of the offering (excluding, in either case, information furnished pursuant to Items 2.02 and 7.01 of Form 8-K):

- Our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on February 20, 2015;
- Our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2015, June 30, 2015, and September 30, 2015, filed with the Securities and Exchange Commission on May 1, 2015, July 28, 2015, and November 13, 2015, respectively, and our Quarterly Report on Form 10-Q/A for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 18, 2015;
- Our Current Reports on Form 8-K, filed with the Securities and Exchange Commission on each of January 6, 2015, January 26, 2015, February 6, 2015, February 17, 2015, March 5, 2015, April 6, 2015, April 14, 2015, May 15, 2015, May 29, 2015, October 23, 2015, October 29, 2015, November 20, 2015 and December 23, 2015, and our Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 12, 2015; and
- The description of our common stock contained in Form 8-A, filed with the Securities and Exchange Commission on July 20, 2015, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (excluding information furnished pursuant to Items 2.02 and 7.01 of Form 8-K), after the date of the initial filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference into the prospectus.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith file annual, quarterly and current reports and other information with the Securities and Exchange Commission. Such reports and other information can be read and copied at the Securities and Exchange Commission's public reference facilities at 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. Please call the Securities and Exchange Commission at 1-800-732-0330 for further information on the operation of the public reference facilities. In addition, the Securities and Exchange Commission maintains a website that contains reports and information statements and other information regarding registrants that file electronically with the Securities and Exchange Commission. The address of the Securities and Exchange Commission's website is www.sec.gov.

We make available free of charge on or through our website at www.biosigtech.com, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with or otherwise furnish it to the Securities and Exchange Commission. Information on our website is not incorporated by reference in this prospectus and is not a part of this prospectus.

We will provide without charge to each person to whom a copy of this prospectus is delivered, upon written or oral request, a copy of any or all of the information that has been incorporated by reference in this prospectus but not delivered with this prospectus (other than an exhibit to these filings, unless we have specifically incorporated that exhibit by reference in this prospectus). Any such request should be addressed to us at: 8441 Wayzata Blvd., Suite 240, Minneapolis, Minnesota 55426, Attention: Gregory Cash, Chief Executive Officer.



BioSig Technologies, Inc.

10,220,190 Shares of Common Stock

PROSPECTUS

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Securities and Exchange Commission allows us to “incorporate by reference” the information we have filed with it, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is an important part of this registration statement, and later information that we file with the Securities and Exchange Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future documents we file with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this registration statement and prior to the termination of the offering (excluding, in either case, information furnished pursuant to Items 2.02 and 7.01 of Form 8-K):

- Our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on February 20, 2015;
- Our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2015, June 30, 2015, and September 30, 2015, filed with the Securities and Exchange Commission on May 1, 2015, July 28, 2015, and November 13, 2015, respectively, and our Quarterly Report on Form 10-Q/A for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 18, 2015;
- Our Current Reports on Form 8-K, filed with the Securities and Exchange Commission on each of January 6, 2015, January 26, 2015, February 6, 2015, February 17, 2015, March 5, 2015, April 6, 2015, April 14, 2015, May 15, 2015, May 29, 2015, October 23, 2015, October 29, 2015, November 20, 2015 and December 23, 2015, and our Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 12, 2015; and
- The description of our common stock contained in Form 8-A, filed with the Securities and Exchange Commission on July 20, 2015, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (excluding information furnished pursuant to Items 2.02 and 7.01 of Form 8-K), after the date of the initial filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference into the prospectus.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware provides, in general, that a corporation incorporated under the laws of the State of Delaware, as we are, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than a derivative action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful. In the case of a derivative action, a Delaware corporation may indemnify any such person against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or any other court in which such action was brought determines such person is fairly and reasonably entitled to indemnity for such expenses.

We are also permitted to apply for, and currently maintain, insurance on behalf of any director, officer, employee or other agent for liability arising out of his actions, whether or not the General Corporation Law of the State of Delaware would permit indemnification.

Item 7. Exemption from Registration Claimed.

The restricted securities that may be reoffered or resold by the selling stockholders pursuant to the reoffer prospectus included herein were stock awards granted under the 2012 Plan and were deemed to be exempt from registration under the Securities Act of 1933, as amended, in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended, as transactions by an issuer not involving a public offering, and/or Rule 701 under the Securities Act of 1933, as amended, which relates to exemptions for offers and sales of securities pursuant to certain compensatory benefit plans.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Form S-1 filed on July 22, 2013).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc. (incorporated by reference to Exhibit 3.2 to the Form S-1 filed on July 22, 2013).
4.3	Certificate of Second Amendment to the Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc. (incorporated by reference to Exhibit 3.3 to the Form S-1 filed on July 22, 2013).
4.4	Certificate of Third Amendment to the Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc. (incorporated by reference to Exhibit 3.5 to the Form S-1/A filed on January 21, 2014).
4.5	Certificate of Fourth Amendment to the Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc. (incorporated by reference to Exhibit 3.6 to the Form S-1/A filed on March 28, 2014).
4.6	Certificate of Fifth Amendment to the Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed on August 21, 2014).
4.7	Bylaws of BioSig Technologies, Inc. (incorporated by reference to Exhibit 3.4 to the Form S-1 filed on July 22, 2013).
4.8*	Form of common stock certificate.
5.1*	Opinion of Haynes and Boone, LLP.
23.1*	Consent of Liggett, Vogt & Webb, P.A.
23.2*	Consent of Haynes and Boone, LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included in signature page)
99.1	BioSig Technologies, Inc. 2012 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Form S-1 filed on July 22, 2013).
99.2	Amendment No. 1 to the BioSig Technologies, Inc. 2012 Equity Incentive Plan (incorporated by reference to Exhibit 10.27 to the Form S-1/A filed on March 28, 2014).
99.3*	Amendment No. 2 to the BioSig Technologies, Inc. 2012 Equity Incentive Plan.
99.4	Amendment No. 3 to the BioSig Technologies, Inc. 2012 Equity Incentive Plan (incorporated by reference to Exhibit 10.41 to the Form S-1 filed on May 20, 2015).
99.5	Amendment No. 4 to the BioSig Technologies, Inc. 2012 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the Form 8-K filed on May 29, 2015).
99.4	Form of Stock Option Agreement under the 2012 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Form S-1 filed on July 22, 2013).
99.5	Form of Restricted Stock Award Agreement under the 2012 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Form 8-K filed on September 5, 2014).

* Filed herewith.

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on December 30, 2015.

BIOSIG TECHNOLOGIES, INC.

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

Power of Attorney

Each person whose signature appears below hereby appoints each of Gregory D. Cash and Kenneth L. Londoner, severally, acting alone and without the other, his or her true and lawful attorney-in-fact, with full power of substitution, and with the authority to execute in the name of each such person, any and all amendments (including without limitation, post-effective amendments) to this registration statement on Form S-8, to sign any and all additional registration statements relating to the same offering of securities as this registration statement, including any amendment to this registration statement for the purpose of registering additional shares in accordance with General Instruction E to Form S-8, and to file such registration statements with the Securities and Exchange Commission, together with any exhibits thereto and other documents therewith, necessary or advisable to enable the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, which amendments may make such other changes in the registration statement as the aforesaid attorney-in-fact executing the same deems appropriate.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kenneth L. Londoner</u> Kenneth L. Londoner	Executive Chairman and Director	December 30, 2015
<u>/s/ Gregory D. Cash</u> Gregory D. Cash	President and Chief Executive Officer (principal executive officer)	December 30, 2015
<u>/s/ Steve Chaussy</u> Steve Chaussy	Chief Financial Officer (principal financial and accounting officer)	December 30, 2015
<u>/s/ Seth H. Z. Fischer</u> Seth H. Z. Fischer	Director	December 30, 2015
<u>Donald E. Foley</u>	Director	December 30, 2015
<u>/s/ Patrick J. Gallagher</u> Patrick J. Gallagher	Director	December 30, 2015
<u>/s/ Jeffrey F. O'Donnell</u> Jeffrey F. O'Donnell	Director	December 30, 2015
<u>/s/ Roy T. Tanaka</u> Roy T. Tanaka	Director	December 30, 2015
<u>/s/ David Weild IV</u> David Weild IV	Director	December 30, 2015
<u>/s/ Jerome B. Zeldis</u> Jerome B. Zeldis	Director	December 30, 2015

INCORPORATED UNDER THE LAWS OF DELAWARE

NUMBER

[Empty box for share number]

SHARES

[Empty box for share count]

BIOSIG TECHNOLOGIES, INC.

Fully Paid Non Assessable \$0.001 Par Value **COMMON STOCK**

CUSIP NO. 09073N 102

THIS CERTIFIES THAT

IS THE RECORD HOLDER OF

Shares of *BioSig Technologies, Inc.* Capital Stock
transferable on the books of the Corporation by the holder in person or by duly authorized attorney upon surrender of this Certificate properly
endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signature of its duly authorized officers.

Dated:

COUNTERSIGNED AND REGISTERED
ACTION STOCK TRANSFER CORP.
2499 E. FL. Union Blvd., #214, Salt Lake City, UT 84121

By _____
TRANSFER AGENT-AUTHORIZED SIGNATURE

Gregory D. Cash
PRESIDENT



[Signature]
CHIEF FINANCIAL OFFICER

SPECIMEN

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with rights of survivorship and not as tenants in common

UNIF GIFT MIN ACT - Custodian
(Cust) (Minor)
under Uniform Gifts to Minors Act
(State)
UNIF TRF MIN ACT - Custodian (until age.....)
(Cust)
.....under Uniform Transfers (Minor)
to Minors Act.....
(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE _____

(PLEASE PRINT OR TYPE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ Shares
of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney
to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

X _____

X _____

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

December 30, 2015

BioSig Technologies
8441 Wayzata Blvd., Suite 240
Minneapolis, Minnesota 55426

Re: BioSig Technologies, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to BioSig Technologies, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof. The Registration Statement relates to the registration of (i) up to 1,465,933 shares of common stock of the Company, par value \$0.001 per share (the "Common Stock"), issuable under the BioSig Technologies, Inc. 2012 Equity Incentive Plan (the "2012 Plan"), (ii) up to 7,780,190 shares of Common Stock issuable pursuant to options previously granted under the 2012 Plan and (iii) 2,440,000 shares of restricted stock issued under the 2012 Plan (the shares listed in (i) though (iii) the "Shares," the shares listed in (i) and (ii), the "Option Shares" and the shares listed in (iii) the "Restricted Shares").

The opinions expressed herein is limited exclusively to the General Corporation Law of the State of Delaware (the "DGCL"), applicable provisions of the Delaware Constitution and judicial decisions interpreting the DGCL and such provisions of the Delaware Constitution, and the federal laws of the United States of America, and we have not considered, and express no opinion on, any other laws or the laws of any other jurisdiction. The opinions expressed herein are rendered only to you in connection with the Registration Statement. We express no opinion as to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof. The opinions expressed herein may not be relied upon by you for any other purpose, or be furnished to, quoted to or relied upon by any other person, firm or corporation or for any other purpose.

In rendering the opinions expressed herein, we have examined and relied upon the originals, or copies certified to our satisfaction, of (i) the Registration Statement; (ii) the Company's Certificate of Incorporation and any amendments to date certified by the Secretary of State of the State of Delaware (the "Certificate of Incorporation"); (iii) the Company's Bylaws and any amendments to date certified by the Secretary of the Company (the "Bylaws"); (iv) the minutes and records of the corporate proceedings of the Company with respect to the authorization of the issuance of the Shares and related matters thereto; (v) the 2012 Plan; (vi) the form of common stock certificate; and (vii) such other records, documents and instruments as we have deemed necessary for the expression of the opinions stated herein. As to the various questions of fact material to the opinion expressed below, we have relied solely upon certificates or comparable documents of officers and representatives of the Company without independent check or verification of their accuracy.

In making such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents.

In rendering the opinions set forth herein, we have assumed that, at the time of the issuance of the Option Shares, (i) the resolutions of the Company referred to above will not have been modified or rescinded, (ii) there will not have occurred any change in the law affecting the authorization, execution, delivery, validity or fully paid status of the Common Stock, (iii) the Company will receive consideration for the issuance of the Option Shares that is at least equal to the par value of the Common Stock, (iv) all requirements of the DGCL (as defined above), the Certificate of Incorporation and the Bylaws will be complied with when the Option Shares are issued, (v) sufficient shares of Common Stock will be authorized for issuance under the Certificate of Incorporation of the Company that have not otherwise been issued or reserved for issuance and (vi) neither the issuance nor sale of the Option Shares will result in a violation of any agreement or instrument then binding upon the Company or any order of any court or governmental body having jurisdiction over the Company.

Based on the foregoing, subject to the assumptions and limitations stated herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that (i) upon issuance of the Option Shares in accordance with the terms of the 2012 Plan and the instruments executed pursuant to such 2012 Plan, the Option Shares will be validly issued, fully paid and non-assessable and (ii) the Restricted Shares have been validly issued and are fully paid and non-assessable, subject to the provisions of the applicable award agreement.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to all references to us in the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Haynes and Boone, LLP

Haynes and Boone, LLP

CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Form S-8 Registration Statement of BioSig Technologies, Inc. of our report dated February 20, 2015, relating to the financial statements of BioSig Technologies, Inc., which appear in the Annual Form 10-K of BioSig Technologies, Inc. for the years ended December 31, 2014 and 2013. Our report includes an explanatory paragraph expressing substantial doubt regarding the Company's ability to continue as a going concern.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

s/ Liggett & Webb, P.A

New York, New York
December 30, 2015

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

This SECOND AMENDMENT TO THE BIOSIG TECHNOLOGIES, INC. 2012 EQUITY INCENTIVE PLAN (this "**Amendment**"), effective as of October 14, 2014, 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**").

RECITALS

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 increase the number of shares of Common Stock that may be delivered pursuant to Awards under the Plan by an additional two million eight hundred thousand (2,800,000) shares.

NOW, THEREFORE, in accordance with Section 18 of the Plan, the Company hereby amends the Plan as follows:

1. Section 3(a) of the Plan is hereby amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 3(a):

(a) Stock Subject to the Plan. Subject to the provisions of Section 13 of the Plan, the maximum aggregate number of Shares that may be subject to Awards and sold under the Plan is 7,306,123 Shares, plus (i) any Shares that, as of the date of initial stockholder approval of this Plan, have been reserved but not issued pursuant to any awards granted under the BioSig Technologies, Inc. 2011 Long-Term Incentive Plan (the "2011 Plan") and are not subject to any awards granted thereunder, and (ii) any Shares subject to stock options or similar awards granted under the 2011 Plan that expire or otherwise terminate without having been exercised in full and Shares issued pursuant to awards granted under the 2011 Plan that are forfeited to or repurchased by the Company, with the maximum number of Shares to be added to the Plan pursuant to clauses (i) and (ii) equal to 1,500,000 Shares. The Shares may be authorized but unissued, or reacquired Common Stock.

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

* * * * *

*[Remainder of Page Intentionally Left Blank
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