
**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): November 18, 2016

BioSig Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-55473
(Commission File Number)

26-433375
(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**

(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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Items 5.03 and 5.07 of this Current Report on Form 8-K is 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 November 18, 2016, BioSig Technologies, Inc. (the “*Company*”) held a special meeting of its stockholders (the “*Special Meeting*”). As described below under Item 5.07, at the Special Meeting, the stockholders approved the Fifth Amendment to the BioSig Technologies, Inc. 2012 Equity Incentive Plan (the “*Plan*”) to increase the number of shares of common stock available for issuance under the Plan by an additional 3,500,000 shares, to a total of 15,186,123 shares of common stock (the “*Fifth Plan Amendment*”). The board of directors of the Company (the “*Board*”) previously approved the Fifth Plan Amendment on September 7, 2016, subject to stockholder approval of the Fifth Plan Amendment at the Special Meeting.

For more information about the Fifth Plan Amendment, see the Company’s definitive proxy statement filed with the Securities and Exchange Commission on October 24, 2016 (the “*Special Meeting Proxy*”), the relevant portions of which are incorporated herein by reference. The description of the Fifth Plan Amendment above and such portions of the Special Meeting Proxy are qualified in their entirety by reference to the full text of the Fifth Plan Amendment, filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 18, 2016 at the Special Meeting, the stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 50,000,000 to 200,000,000 shares (the “*Certificate Amendment*”). The Certificate Amendment had been previously approved by the Company’s Board on September 7, 2016, subject to stockholder approval. Immediately following the Special Meeting on November 18, 2016, the Company filed the Certificate Amendment with the Secretary of State of the State of Delaware.

For more information about the Certificate Amendment, see the Company’s Special Meeting Proxy, the relevant portions of which are incorporated herein by reference. The description of the Certificate Amendment above and such portions of the Special Meeting Proxy are qualified in their entirety by reference to the full text of the Certificate Amendment, filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Special Meeting, the following two proposals were submitted to the Company’s stockholders:

- (1) Approval of the Fifth Plan Amendment to increase the number of shares of common stock available for issuance under the Plan by 3,500,000 shares, to a total of 15,186,123 shares of common stock.
- (2) Approval of the Certificate Amendment to increase the number of authorized shares of common stock from 50,000,000 to 200,000,000 shares.

For more information about the foregoing proposals, see the Special Meeting Proxy. Holders of the Company’s common stock were entitled to one vote per share. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

- (1) Approval of the Fifth Plan Amendment to increase the number of shares of common stock available for issuance under the Plan by 3,500,000 shares, to a total of 15,186,123 shares of common stock:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
9,323,909	310,546	60,150	3,039,325

- (2) Approval of the Certificate Amendment to increase the number of authorized shares of common stock from 50,000,000 to 200,000,000 shares:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
11,900,617	771,540	61,773

The results reported above are final voting results. No other matters were considered or voted upon at the meeting.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Certificate of Sixth Amendment to the Amended and Restated Certificate of Incorporation of InspireMD, Inc.</u>
10.1	<u>Fifth Amendment to the BioSig Technologies, Inc. 2012 Equity Incentive Plan</u>

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: November 25, 2016

By: /s/ Kenneth L. Londoner

Name: Kenneth L. Londoner

Title: Executive Chairman

**CERTIFICATE OF SIXTH AMENDMENT
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
BIOSIG TECHNOLOGIES, INC.**

BioSig Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*Corporation*”),

DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is BioSig Technologies, Inc.

SECOND: That the Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 21, 2011.

THIRD: That the Corporation’s Amended and Restated Certificate of Incorporation (the “*Charter*”) was filed with the Secretary of State of the State of Delaware on February 6, 2013.

FOURTH: Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Charter and declaring said amendment to be advisable and calling for the consideration and approval thereof at a meeting of the stockholders of the Corporation.

FIFTH: That the text of the Charter is hereby amended by deleting subsection (A) of ARTICLE IV in its entirety and inserting the following in lieu thereof:

“ A. The aggregate number of shares of capital stock that the Corporation will have authority to issue is two hundred and one million (201,000,000), of which two hundred million (200,000,000) will be shares of common stock, \$0.001 par value per share (the “*Common Stock*”), and one million (1,000,000) of which will be shares of preferred stock, \$0.001 par value per share (the “*Preferred Stock*”). Exhibit A hereto, incorporated herein by reference, sets forth the designation, number of shares, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions therefor, of the Series A Preferred Stock, a series of the Preferred Stock. Exhibit B hereto, incorporated herein by reference, sets forth the designation, number of shares, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions therefor of the Series B Preferred Stock, a series of the Preferred Stock. Exhibit C hereto, incorporated herein by reference, sets forth the designation, number of shares, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions therefor of the Series C Preferred Stock, a series of the Preferred Stock.”

SIXTH: Pursuant to the resolution of the Board of Directors, a meeting of the stockholders of the Company was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the foregoing amendment.

SEVENTH: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer, this 18th day of November, 2016.

BIOSIG TECHNOLOGIES, INC.

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

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

This FIFTH AMENDMENT TO THE BIOSIG TECHNOLOGIES, INC. 2012 EQUITY INCENTIVE PLAN (this "*Amendment*"), effective as of November 18, 2016, 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 three million five hundred thousand (3,500,000) 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 13,686,123 Shares, plus (i) any Shares that, as of the date of 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.

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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 the
Fifth Amendment to 2012 Equity Incentive Plan*