
**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): December 16, 2016

BioSig Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-55473
(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**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 3.02 Unregistered Sales of Equity Securities.

On December 16, 2016 and December 22, 2016, BioSig Technologies, Inc. (the “*Company*”) consummated a third, and fourth closing, respectively, under the Unit Purchase Agreement, dated October 28, 2016, by and among the Company and certain accredited investors (the “*Purchase Agreement*”), pursuant to which the Company issued to certain additional accredited investors (the “*December Investors*”) an aggregate of 1,143,334 units (the “*Units*”), in exchange for aggregate consideration of approximately \$1,715,000. On November 23, 2016, the Company held its second closing under the Purchase Agreement, pursuant to which the Company issued to certain additional investors (together with the December Investors, the “*Additional Investors*”) 100,002 Units in exchange for approximately \$150,000. The aggregate gross proceeds received from the three closings was approximately \$1,865,000. Each Unit consists of one share (the “*Investor Shares*”) of the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”), and a warrant to purchase one half of one share of Common Stock, exercisable at a price of \$1.50 per share (the “*Investor Warrants*”), at a per Unit price of \$1.50. In addition, in connection with the second, third and fourth closings, each Additional Investor became party to that certain Registration Rights Agreement, dated as of October 28, 2016 (the “*Registration Rights Agreement*”).

As previously reported in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 3, 2016, the Company consummated the first closing under the Purchase Agreement on October 28, 2016, pursuant to which the Company issued to the initial investors (the “*Initial Investors*”) and together with the Additional Investors, the “*Investors*”) an aggregate of 346,567 Units in exchange for aggregate consideration of \$519,850, and together with the proceeds from the second, third, and fourth closing, total consideration of approximately \$2,384,851. The Common Stock issuances on December 16, 2016, resulted in an increase in the number of shares of Common Stock outstanding by more than 5% since the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 3, 2016.

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

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: December 22, 2016

By: /s/ Kenneth L. Londoner
Name: Kenneth L. Londoner
Title: Executive Chairman