
**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): September 10, 2018

BioSig Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-55473
(Commission File Number)

26-433375
(IRS Employer
Identification No.)

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

90025
(Zip Code)

Registrant's telephone number, including area code: **(512) 329-2643**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 Item 5.03 of this report is incorporated herein by reference.

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

On July 30, 2018, BioSig Technologies, Inc. (the “Company”) held a special meeting of its stockholders (the “Special Meeting”). At the Special Meeting, the stockholders approved the proposal to authorize the board of directors (the “Board”), in its discretion, to amend the Amended and Restated Certificate of Incorporation of the Company (the “Certificate of Incorporation”) to effect a reverse stock split of the Company’s common stock, at a ratio in the range of 1-for-2 to 1-for-5, such ratio to be determined by the Board and included in a public announcement.

On September 2, 2018, the Board approved a 1-for-2.5 reverse stock split of the Company’s issued and outstanding shares of common stock (the “Reverse Stock Split”), and, on September 10, 2018, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Certificate of Incorporation (the “Certificate Amendment”) to effect the Reverse Stock Split. The Reverse Stock Split will become effective as of 5:00 p.m. Eastern Time on September 10, 2018, and the Company’s common stock will begin trading on a split-adjusted basis when the market opens on September 11, 2018.

When the Reverse Stock Split becomes effective, every 2.5 shares of the Company’s issued and outstanding common stock (and such shares held in treasury) will automatically be converted into one share of common stock, without any change in the par value per share. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the conversion of the Company’s outstanding shares of preferred stock, if applicable, and the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of common stock and the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans. Any fraction of a share of common stock that would otherwise have resulted from the Reverse Stock Split will be rounded up to the nearest whole share.

The Company’s symbol on the OTCQB will change to “BSGMD” for a period of 20 business days, after which the “D” will be removed from the Company’s trading symbol, which will revert to the original symbol of “BSGM”. The new CUSIP number for common stock following the Reverse Stock Split will be 09073N 201.

Action Stock Transfer Corporation, the Company’s transfer agent, will act as the exchange agent for the Reverse Stock Split.

For more information about the Reverse Stock Split, see the Company’s definitive proxy statement filed with the Securities and Exchange Commission on June 20, 2018, as amended, the relevant portions of which are incorporated herein by reference. A copy of the Certificate Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 8.01 Other Events.

On September 10, 2018, the Company issued a press release announcing that the Company will effect the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc.</u>
99.1	<u>Press release dated September 10, 2018</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: September 10, 2018

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

**CERTIFICATE OF SEVENTH 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: Effective as of 5:00 p.m., New York time, on September 10, 2018 (the Effective Time”), each two-and-a-half (2.5) issued and outstanding shares of the Corporation’s Common Stock, par value \$0.001 per share, shall be converted into one (1) share of the Corporation’s Common Stock, par value \$0.001 per share, as constituted following the Effective Time

SIXTH: That the text of the Charter is hereby amended by revising ARTICLE IV to include a new paragraph F as follows:

“F. Upon the effectiveness of the filing of this Certificate of Amendment (the “Effective Time”) each share of the Corporation’s common stock, \$0.001 par value per share (the “Old Common Stock”), either issued or outstanding or held by the Corporation as treasury stock, immediately prior to the Effective Time, will be automatically reclassified as and converted (without any further act) into a smaller number of shares such that each two (2) to five (5) shares of Old Common Stock issued and outstanding or held by the Company as treasury stock immediately prior to the Effective Time is reclassified into one share of Common Stock, \$0.001 par value per share, of the Corporation (the “New Common Stock”), the exact ratio within such range to be determined by the board of directors of the Corporation prior to the Effective Time and publicly announced by the Corporation (the “Reverse Stock Split”). The Board of Directors shall make provision for the issuance of that number of fractions of New Common Stock such that any fractional share of a holder otherwise resulting from the Reverse Stock Split shall be rounded up to the next whole number of shares of New Common Stock. Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of the New Common Stock into which such shares of Old Common Stock shall have been reclassified plus the fraction, if any, of a share of New Common Stock issued as aforesaid.”

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 10th day of September, 2018.

BIOSIG TECHNOLOGIES, INC.

By: /s/ Kenneth L. Londoner
Kenneth L. Londoner
Chief Executive Officer



BioSig Technologies, Inc. Announces 1-for-2.5 Reverse Stock Split for Pending Uplist to Nasdaq

Split-Adjusted Common Stock trading under BSGMD on September 11, 2018

Santa Monica, CA, September 10, 2018 (GLOBE NEWSWIRE) -- BioSig Technologies, Inc. (OTCQB: BSGM, OTCQB: BSGMD) ("BioSig" or the "Company"), a medical device company developing a proprietary biomedical signal processing platform designed to address an unmet technology need for the \$4.6 billion electrophysiology (EP) marketplace, today announced that the Company will effect a reverse stock split of its issued and outstanding common stock at an exchange ratio of 1-for-2.5, after the close of business on Monday, September 10, 2018. The Company's common stock will begin trading on split-adjusted basis on Tuesday, September 11, 2018, under a new CUSIP number 09073N 201, and the Company's symbol on the OTCQB will change to "BSGMD" for a period of 20 business days, after which the "D" will be removed from the Company's trading symbol, which will revert to the original symbol of "BSGM".

The reverse stock split was previously approved by BioSig's stockholders at the Company's special meeting of stockholders on July 30, 2018. On September 2, 2018, the Company's Board of Directors approved the implementation of a reverse stock split and determined the appropriate reverse stock split to be a ratio of 1-for-2.5. The reverse stock split action is consistent with the Company's requirements for the Nasdaq uplisting announced on August 1, 2018. The Company announced that it received the 510(k) clearance from the U.S. Food and Drug Administration (FDA) for its first product, PURE EP(TM) System, on August 14, 2018.

Upon the effectiveness of the reverse stock split, each two-and-a-half shares of the Company's issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, par value \$0.001 per share. Proportional adjustments also will be made to the shares issuable in connection with the Company's outstanding stock options and warrants. As a result of the reverse stock split, there will be approximately 16.1 million shares of common stock outstanding.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. Any fractional share of a stockholder resulting from the reverse stock split will be rounded up to the next whole number of shares.

Once the reverse stock split becomes effective, stockholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the 1-for-2.5 reverse stock split. It is not necessary for shareholders holding shares of the Company's common stock in certificated form to exchange their existing stock certificates for new stock certificates of the Company in connection with the reverse stock split, although stockholders may do so if they wish. Stockholders should direct any questions concerning the reverse stock split to their broker or the Company's transfer agent, Action Stock Transfer Corporation, at action@actionstocktransfer.com. Stockholders holding warrants should direct any questions to the Company's administration at info@biosigtech.com.

About BioSig Technologies

BioSig Technologies is a medical device company developing a proprietary biomedical signal processing technology designed to improve the \$4.6 billion electrophysiology (EP) marketplace (www.biosigtech.com). Led by a proven management team and a veteran, independent Board of Directors, Los Angeles-based BioSig Technologies is preparing to commercialize its PURE EP(TM) System. The technology has been developed to address an unmet need in a large and growing market.

The Company's first product, PURE EP(TM) System, is a novel cardiac signal acquisition and display system which is engineered to assist electrophysiologists in clinical decision making during procedures to diagnose and treat patients with abnormal heart rates and rhythms. BioSig's main goal is to deliver technology to improve upon catheter ablation treatments for the prevalent and potentially deadly arrhythmias: Atrial Fibrillation and Ventricular Tachycardia. BioSig has partnered with Minnetronix on technology development and received FDA 510(k) clearance for the PURE EP(TM) System in August 2018.

Forward-looking Statements

This press release contains "forward-looking statements." Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential" or similar words. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) our inability to manufacture our product candidates on a commercial scale on our own, or in collaboration with third parties; (ii) difficulties in obtaining financing on commercially reasonable terms; (iii) changes in the size and nature of our competition; (iv) loss of one or more key executives or scientists; and (v) difficulties in securing regulatory approval to market our product candidates. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC's website at <http://www.sec.gov>. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

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