
**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): October 17, 2019

BioSig Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38659
(Commission File Number)

26-433375
(IRS Employer
Identification No.)

**54 Wilton Road, 2nd Floor
Westport, Connecticut**
(Address of principal executive offices)

06880
(Zip Code)

(310)-620-9320
(Registrant's telephone number, including area code)

N/A
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$0.001 per share	BSGM	The NASDAQ Capital Market

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

On October 17, 2019, BioSig Technologies, Inc. (the “*Company*”) adopted the first amendment to the amended and restated bylaws (the “*First Amendment*”) that became effective as of October 17, 2019. The board of directors approved the First Amendment on the same date. The First Amendment amends and restates Article III, Section 3.3 of the Company’s amended and restated bylaws in its entirety to set the term of office for the Company’s directors. Specifically, the First Amendment states that each director shall hold office until the next annual meeting of stockholders and until such director’s successor is elected and qualified or until such director’s earlier death, resignation or removal.

The foregoing description of the First Amendment is qualified by reference to the First Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	<u>First Amendment to the Amended and Restated Bylaws of BioSig Technologies, Inc.</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: October 22, 2019

By /s/ Kenneth L. Londoner

Name: Kenneth L. Londoner

Title: Chairman and Chief Executive Officer

**FIRST AMENDMENT TO
AMENDED AND RESTATED
BYLAWS
OF BIOSIG TECHNOLOGIES, INC.**

Pursuant to Article VI of the Certificate of Incorporation, as amended, of BioSig Technologies, Inc., a Delaware corporation (the “*Corporation*”), Article X of the Amended and Restated Bylaws (the “*Bylaws*”) of the Corporation, and Section 109 of the General Corporation Law of the State of Delaware, on the date hereof, the Bylaws of the Corporation are hereby amended as follows:

Article III, Section 3.3 of the Bylaws is hereby deleted in its entirety and replaced with the following:

“3.3 *Election, Qualification and Term of Office of Directors* Except as provided in Section 3.4 of these bylaws, each director, including a director elected to fill a vacancy, shall hold office until the next annual meeting of stockholders and until such director’s successor is elected and qualified or until such director’s earlier death, resignation or removal. Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws. The certificate of incorporation or these bylaws may prescribe other qualifications for directors.”

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BIOSIG TECHNOLOGIES, INC.

CERTIFICATE OF ADOPTION OF THE FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary of BioSig Technologies, Inc., a Delaware corporation (the *'Company'*), and that the foregoing amendment to the amended and restated bylaws, comprising one (1) page, was adopted as the bylaws of the Company on October 17, 2019.

/s/ Steve Chaussy
(signature)

Steve Chaussy
(print name)

Secretary, Chief Financial Officer
(title)