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 20, 2019

BioSig Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-38659**	**26-4333375**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

54 Wilton Road, 2nd Floor **Westport, Connecticut**	**06880**
(Address of principal executive offices)	(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:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
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 1.01 Entry Into a Material Definitive Agreement.

Patent and Know-How License Agreement

On November 20, 2019, BioSig Technologies, Inc. (the "Company") entered into a patent and know-how license agreement (the "EP Software Agreement") with Mayo Foundation for Medical Education and Research ("Mayo"). The EP Software Agreement grants to the Company an exclusive worldwide license, with the right to sublicense, within the field of electrophysiology software and under certain patent rights as described in the EP Software Agreement (the "Patent Rights"), to make, have made, use, offer for sale, sell and import licensed products and a non-exclusive license to the Company to use the research and development information, materials, technical data, unpatented inventions, trade secrets, know-how and supportive information of Mayo to develop, make, have made, use, offer for sale, sell, and import licensed products. The EP Software Agreement will expire upon the later of either (a) the expiration of the Patent Rights or (b) the 10th anniversary of the date of the first commercial sale of a licensed product, unless earlier terminated by Mayo for the Company's failure to cure a material breach of the EP Software Agreement, the Company's or a sublicensee's commencement of any action or proceedings against Mayo or its affiliates other than for an uncured material breach of the EP Software Agreement by Mayo, or insolvency of the Company.

In connection with the EP Software Agreement, the Company issued to Mayo an 8-year warrant (the "EP Software Warrant") to purchase 284,455 shares of the Company's common stock at an exercise price of $6.16. The EP Software Warrant is immediately exercisable and may be exercised on a cashless basis if there is no effective registration statement registering or a current prospectus available for the resale of the shares underlying the EP Software Warrant. The Company agreed to pay Mayo an upfront consideration of $25,000. The Company also agreed to make earned royalty payments to Mayo in connection with the Company's sales of the licensed products to third parties and sublicense income received by the Company and to make milestone payments of up to $625,000 in aggregate.

Amended and Restated Patent and Know-How License Agreement

On November 20, 2019, the Company entered into an amended and restated patent and know-how license agreement (the "Tools Agreement") with Mayo. The Tools Agreement contains terms of license grant substantially identical to the EP Software Agreement, although it is for different patent rights and covers the field of electrophysiology systems.

In connection with the Tools Agreement, the Company issued to Mayo an 8-year warrant (the "Tools Warrant") to purchase 284,455 shares of the Company's common stock at an exercise price of $6.16. The Tools Warrant is immediately exercisable and may be exercised on a cashless basis if there is no effective registration statement registering or a current prospectus available for the resale of the shares underlying the Tools Warrant. The Company agreed to pay Mayo an upfront consideration of $100,000. The Company also agreed to make earned royalty payments to Mayo in connection with the Company's sales of the licensed products to third parties and sublicense income received by the Company and to make milestone payments of up to $550,000 in aggregate.

NeuroClear Patent and Know-How License Agreement

On November 20, 2019, the Company's majority-owned subsidiary, NeuroClear Technologies, Inc. ("NeuroClear"), entered into a patent and know-how license agreement (the "NeuroClear Agreement") with Mayo. The NeuroClear Agreement contains terms of license grant substantially identical to the EP Software Agreement and the Tools Agreement, although it is for different patent rights and covers the field of stimulation and electroporation for hypotension/syncope management, renal and non-renal denervation for hypertension treatment, and for use in treatment of arrhythmias in the autonomic nervous system.

In connection with the NeuroClear Agreement, NeuroClear issued to Mayo an 8-year warrant (the "NeuroClear Warrant") to purchase 473,772 shares of NeuroClear's common stock at an exercise price of $5.00 per share. The NeuroClear Warrant is immediately exercisable and may be exercised on a cashless basis if there is no effective registration statement registering or a current prospectus available for the resale of the shares underlying the NeuroClear Warrant. NeuroClear agreed to pay Mayo an upfront consideration of $50,000. NeuroClear also agreed to make earned royalty payments to Mayo in connection with NeuroClear's sales of the licensed products to third parties and sublicense income received by the Company and to make milestone payments of up to $700,000 in aggregate.

Item 3.02 Unregistered Sales of Equity Securities.

The information regarding the issuances of the EP Software Warrant, the Tools Warrant, the NeuroClear Warrant and any shares of common stock of the Company or NeuroClear, as applicable, issuable upon exercise of the EP Software Warrant, the Tools Warrant or the NeuroClear Warrant (collectively, the "Mayo Warrant Shares") set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02. The issuances of the EP Software Warrant, the Tools Warrant and the NeuroClear Warrant were not registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state, and were issued in reliance on the exemption from registration requirements under the Securities Act provided by Section 4(a)(2) under the Securities Act. The Mayo Warrant Shares will be issued in reliance upon the exemption from the registration requirements under the Securities Act provided by Section 4(a)(2) of the Securities Act.

Item 8.01 Entry Into a Material Definitive Agreement.

On November 26, 2019, the Company issued a press release announcing that the Company entered into the patent and know-how license agreements with Mayo. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated November 26, 2019

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 26, 2019

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

Exhibit 99.1

BioSig Technologies Signs Three New Licensing Agreements with Mayo Clinic

- **New areas of collaboration identified between Mayo Clinic and BioSig**
- **Focus on previously untapped arrhythmia treatments**
- **Additional development areas covering novel therapies for autonomic nervous system disease**

Westport, CT, November 26, 2019 -- BioSig Technologies, Inc. (NASDAQ: BSGM) ("BioSig" or the "Company"), a medical technology company developing a proprietary biomedical signal processing platform designed to improve signal fidelity and uncover the full range of ECG and intra-cardiac signals, today announced that the Company and its majority-owned subsidiary signed three new patent and know-how license agreements with Mayo Foundation for Medical Education and Research.

Under the terms of the newly reached agreements the Company plans to establish a new product pipeline to complement more advanced features of BioSig's first product, PURE EP(tm) System, and develop solutions for novel ways to treat autonomic nervous system disease. The new R&D pipeline includes hardware, software and algorithmic solutions to be integrated into PURE EP(tm) platform technology. BioSig intends to take the licensed intellectual properties and products, which have been developed by Mayo Clinic over the last decade, through FDA approval, manufacturing, and commercialization. The development program will be run under the leadership of Samuel J. Asirvatham, M.D., Mayo Clinic's Vice-Chair of Innovation and Medical Director, Electrophysiology Laboratory.

"Sustainable innovation in medicine goes beyond individual products and entails consistent approach to improving the way therapies are delivered. A significant part of our R&D efforts is dedicated to basic science to advance understanding of arrhythmia origination and analysis of the spectrum of other conditions which often accompany heart disease. Mayo Clinic's mission to providing the best care through integrated clinical practice, research and education deeply resonates with BioSig's own mission to lead through innovation in bioelectronic medicine, and we are pleased to unveil this new, exciting, chapter in our Company's development," commented Kenneth L Londoner, Chairman and CEO of BioSig Technologies, Inc.

"Development of leading-edge therapeutic solutions requires profound knowledge of the leading academic institutions and commitment and dedication of the industry. As part of the growing relationship between physicians at Mayo Clinic and BioSig, my colleagues and I look forward to contributing to the success of the new projects," said Samuel Asirvatham, M.D., Vice Chair, Innovation and Medical Director, Electrophysiology Laboratory, Mayo Clinic, Rochester, MN.
The Company signed a 10-year collaboration agreement with Mayo Clinic in March 2017. On November 21, 2019 the Company announced that it commenced patient enrollment in its first clinical trial for the PURE EP(tm) System.

Mayo Clinic and Dr. Asirvatham have a financial interest in the technology referenced in this news release. Mayo Clinic will use any revenue it receives to support its not-for-profit mission in patient care, education and research.

About BioSig Technologies
BioSig Technologies is a medical technology company developing a proprietary biomedical signal processing platform designed to improve the electrophysiology (EP) marketplace (www.biosig.com). Led by a proven management team and a veteran Board of Directors, 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 computerized system intended for acquiring, digitizing, amplifying, filtering, measuring and calculating, displaying, recording and storing of electrocardiographic and intracardiac signals for patients undergoing electrophysiology (EP) procedures in an EP laboratory. The system is indicated for use under the supervision of licensed healthcare practitioners who are responsible for interpreting the data. This novel cardiac signal acquisition and display system is engineered to assist electrophysiologists in clinical decision-making during electrophysiology procedures in patients with abnormal heart rates and rhythms. BioSig's ultimate 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 products and 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 products and 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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