

**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): June 26, 2020

BioSig Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38659
(Commission File Number)

26-4333375
(IRS Employer
Identification No.)

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

06880
(Zip Code)

(203) 409-5444
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Eighth Amendment to the BioSig Technologies, Inc. 2012 Equity Incentive Plan

On June 26, 2020, BioSig Technologies, Inc. (the “Company”) held its 2020 annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders approved the Eighth Amendment (the “2012 Plan Amendment”) to the BioSig Technologies, Inc. 2012 Equity Incentive Plan (the “2012 Plan”) to increase the number of shares of common stock available for issuance pursuant to awards under the 2012 Plan by an additional 2,500,000 shares, to a total of 11,974,450 shares of the Company’s common stock.

Election of Nine Directors

As previously reported in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2020 (the “2020 Proxy”), the terms of the Company’s nine directors were scheduled to expire at the Annual Meeting, and the Company’s board of directors (the “Board”) nominated each of them for re-election at the Annual Meeting.

At the Annual Meeting, Kenneth L. Londoner, Jeffrey F. O’Donnell, Sr., Andrew L. Filler, David Weild IV, Patrick J. Gallagher, Donald E. Foley, Dr. Jerome B. Zeldis, M.D., Ph.D., Samuel E. Navarro, and Martha Pease were elected as directors of the Board to serve for a term expiring at the Company’s 2021 annual meeting of stockholders.

For more information about the matters above, see the Company’s 2020 Proxy, the relevant portions of which are incorporated herein by reference. The description of the 2012 Plan Amendment above and such portions of the 2020 Proxy are qualified in their entirety by reference to the full text of the 2012 Plan Amendment, filed as Exhibit 10.1 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 Company’s Annual Meeting, the following two proposals were submitted to the Company’s stockholders:

- (1) Election of nine directors to serve until the Company’s 2021 annual meeting of stockholders or until their successors have been duly elected and qualified, for which the following were the nominees: Kenneth L. Londoner, Jeffrey F. O’Donnell, Sr., Andrew L. Filler, David Weild IV, Patrick J. Gallagher, Donald E. Foley, Dr. Jerome B. Zeldis, M.D., Ph.D., Samuel E. Navarro, and Martha Pease.
 - (2) Approval of 2012 Plan Amendment to increase the number of shares of common stock available for issuance pursuant to awards under the 2012 Plan by an additional 2,500,000 shares, to a total of 11,974,450 shares of the Company’s common stock.
-

For more information about the foregoing proposals, see the Company's 2020 Proxy. Holders of the Company's common stock were entitled to one vote per share, totaling to 26,109,110 votes, and certain holders of the Company's Series C Convertible Preferred Stock, subject to the beneficial ownership limitation pursuant to the terms of such preferred stock as set forth in the certificate of designation for such preferred stock, were entitled to an aggregate of 36,973 votes. 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) Each of the following nominees for director received the number of votes set forth opposite his or her name, constituting in each case a plurality of the votes cast at the Annual Meeting for the election of such director to serve for a term of one year or until his or her successor is duly elected and qualified:

Nominee	Votes For	Votes Withheld
Kenneth L. Londoner	13,722,856	139,288
Jeffrey F. O'Donnell, Sr.	13,320,224	541,920
Andrew L. Filler	13,433,744	428,400
David Weild IV	13,202,540	659,604
Patrick J. Gallagher	13,321,292	540,852
Donald E. Foley	13,754,926	107,218
Dr. Jerome B. Zeldis, M.D., Ph.D.	13,461,254	400,890
Samuel E. Navarro	13,730,094	132,050
Martha Pease	13,773,045	89,099

- (2) Approval of the 2012 Plan Amendment:

For	Against	Abstain	Broker Non-Votes
12,412,621	1,339,106	110,417	N/A

Item 8.01 Other Events

On June 29, 2020, the Company issued a press release announcing the closing of the previously reported registered direct offering. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	Eighth Amendment to the BioSig Technologies, Inc. 2012 Equity Incentive Plan
99.1	Press Release, dated June 29, 2020

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: June 30, 2020

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

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

This EIGHTH AMENDMENT TO THE BIOSIG TECHNOLOGIES, INC. 2012 EQUITY INCENTIVE PLAN (this "Amendment"), effective as of June 26, 2020, 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 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 two million five hundred thousand shares (2,500,000).

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 11,974,450 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.

*[Remainder of Page Intentionally Left Blank;
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 and Chief Executive Officer



BioSig Technologies, Inc Closes \$17.5 Million Common Stock Offering

Westport, CT, June 29, 2020 (GLOBE NEWSWIRE) -- BioSig Technologies, Inc. (Nasdaq: BSGM) ("BioSig" or the "Company") and its majority-owned subsidiary, ViralClear Pharmaceuticals, Inc., today announced that it has closed on the sale of 2,187,500 shares of the Company's common stock, at a purchase price of \$8.00 per share, in a registered direct offering. The closing of the offering occurred on June 26, 2020.

The gross proceeds to the Company from this offering were \$17.5 million, before deducting placement agent fees and other offering expenses payable by the Company. The Company intends to use the net proceeds from this offering to support commercialization, for working capital and general corporate purposes.

Ken Londoner, Chairman and CEO of BioSig Technologies, Inc., stated, "Our business performance remained strong in the second quarter of this year despite the challenging economic environment. We are pleased to see a growing demand for PURE EP Systems, with several centers awaiting installations. Our ViralClear subsidiary made tremendous progress with commencing the patient enrollment into Phase II clinical trial at a number of sites and is on track with the plan shared with investors on recent investor calls. These additional funds will allow us to continue to create shareholder value through timely execution."

The Special Equities Group, LLC, a division of Bradley Woods & Co. LTD, acted as the placement agent for this transaction.

The shares of common stock were offered by the Company pursuant to a "shelf" registration statement on Form S-3 (File No. 333-230448) previously filed with the Securities and Exchange Commission (the "SEC") on March 22, 2019, and declared effective by the SEC on March 29, 2019. The offering of the securities was made only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. A final prospectus supplement and accompanying prospectus relating to the securities being offered will be filed with the SEC. Electronic copies of the final prospectus supplement and accompanying prospectus may be obtained, when available, by contacting The Special Equities Group, LLC, a division of Bradley Woods & Co. LTD, 805 Third Ave., 18th Floor, New York, NY, 10022, at (212) 826-9191, or at the SEC's website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About BioSig Technologies

BioSig Technologies is a medical technology company commercializing a proprietary biomedical signal processing platform designed to improve signal fidelity and uncover the full range of ECG and intra-cardiac signals (www.biosig.com).

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.

About Viral Clear Pharmaceuticals and Merimepodib (MMPD)

BioSig's subsidiary, ViralClear Pharmaceuticals, Inc., is seeking to develop a novel pharmaceutical called merimepodib to treat patients with COVID-19. Merimepodib is intended to be orally administered, and has demonstrated broad-spectrum in vitro antiviral activity, including strong activity against SARS-CoV-2 in cell cultures. Merimepodib was previously in development as a treatment for chronic hepatitis C and psoriasis by Vertex Pharmaceuticals Incorporated (Vertex), with 12 clinical trials (7 in phase 1 and 5 in phase 2) with over 400 subjects and patients and an extensive preclinical safety package was completed. A manuscript titled, "The IMPDH inhibitor merimepodib provided in combination with the adenosine analogue remdesivir reduces SARS-CoV-2 replication to undetectable levels in vitro", was submitted to an online peer-reviewed life sciences journal. This manuscript is authored by Natalya Bukreyeva, Rachel A. Sattler, Emily K. Mantlo, John T. Manning, Cheng Huang and Slobodan Paessler of the UTMB Galveston National Laboratory and Dr. Jerome Zeldis of ViralClear Pharmaceuticals, Inc. ("ViralClear") as a corresponding author. This article highlights pre-clinical data generated under contract with Galveston National Laboratory at The University of Texas Medical Branch.

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) the geographic, social and economic impact of COVID-19 on our ability to conduct our business and raise capital in the future when needed, (ii) our inability to manufacture our products and product candidates on a commercial scale on our own, or in collaboration with third parties; (iii) difficulties in obtaining financing on commercially reasonable terms; (iv) changes in the size and nature of our competition; (v) loss of one or more key executives or scientists; and (vi) 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.

Andrew Ballou
BioSig Technologies, Inc.
Vice President, Investor Relations

54 Wilton Road, 2nd floor
Westport, CT 06880
aballou@biosigtech.com
203-409-5444, x133