

**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): January 31, 2024

**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.)

**55 Greens Farms Road, 1st 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of exchange on which registered</b>
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 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 Current Report on Form 8-K (this "Current Report") is incorporated herein by reference.

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

As previously reported on a Current Report on Form 8-K filed with the Securities and Exchange Commission on December 18, 2023, BioSig Technologies, Inc. (the "Company") held its 2023 annual meeting of stockholders on December 18, 2023 (the "Annual Meeting"), at which meeting the Company's stockholders approved an amendment (the "Reverse Stock Split Amendment") to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to effect a reverse stock split of all of the issued and outstanding shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at a ratio in the range of 1-for-2 to 1-for-10, with the exact exchange ratio and timing to be determined by the Company's board of directors (the "Board") in its discretion and included in a public announcement (the "Reverse Stock Split"). Following the Annual Meeting, the Board determined to effect the Reverse Stock Split at a ratio of 1-for-10 and approved the corresponding final form of the Reverse Stock Split Amendment. On January 31, 2024, the Company filed the Reverse Stock Split Amendment with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of 4:05 p.m. (New York time) on February 1, 2024.

As a result of the Reverse Stock Split, every ten (10) shares of issued and outstanding Common Stock will be automatically combined into one (1) issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would

otherwise have resulted from the Reverse Stock Split will be rounded up to the next whole number. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from 93,344,435 shares to approximately 9,334,636 shares, subject to adjustment for the rounding up of fractional shares. The number of authorized shares of Common Stock under the Certificate of Incorporation will not change as a result of the Reverse Stock Split.

Proportionate adjustments will be made to the per share exercise price and the number of shares of Common Stock that may be purchased upon exercise of outstanding stock options, restricted stock units, and warrants granted by the Company, the per share conversion price and the number of shares of Common Stock that may be issued upon conversion of outstanding shares of convertible preferred stock issued by the Company and the number of shares of Common Stock reserved for future issuance under the Company's 2023 Long-Term Incentive Plan.

The Common Stock will begin trading on a Reverse Stock Split-adjusted basis on The Nasdaq Capital Market on February 2, 2024. The trading symbol for the Common Stock will remain "BSGM." The new CUSIP number for the Common Stock following the Reverse Stock Split is 09073N300.

#### **Item 7.01 Regulation FD Disclosure.**

On January 31, 2024, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by reference in such a filing. Furthermore, the furnishing of information under Item 7.01 of this Current Report is not intended to constitute a determination by the Company that the information contained herein, including the exhibits hereto, is material or that the dissemination of such information is required by Regulation FD.

#### **Item 9.01 Financial Statements and Exhibits.**

##### **(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of BioSig Technologies, Inc., dated January 31, 2024</a>
99.1	<a href="#">Press Release, dated January 31, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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#### **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: January 31, 2024

By: /s/ Kenneth L. Londoner

Name: Kenneth L. Londoner

Title: Executive Chairman

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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
BIOSIG TECHNOLOGIES, INC.**

BioSig Technologies, Inc., (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

1. The original Certificate of Incorporation of this Corporation was filed with the Secretary of State of Delaware on April 21, 2011.
2. The Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of Delaware on February 6, 2013 (the “Certificate of Incorporation”).
3. The Certificate of Incorporation was further amended by Certificates of Amendment of Restated Certificate of Incorporation of BioSig Technologies, Inc., filed with the Secretary of State of Delaware on February 6, 2013, March 12, 2013, October 18, 2013, March 27, 2014, August 14, 2014, November 18, 2016, and September 10, 2018.
4. Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Certificate of Incorporation and declaring said amendment to be advisable and calling for the consideration and approval thereof at a meeting of the stockholders of the Corporation.
5. Resolutions were duly adopted by the Board of Directors of the Corporation, in accordance with the provisions of the Certificate of Incorporation set forth below, providing that, effective as of 4:05 p.m. New York time, on February 1, 2024, each ten (10) 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 such date.
6. The Certificate of Incorporation is hereby amended by revising Article IV to include a new paragraph as follows:

“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 and combined (without any further act) into a smaller number of shares such that each ten 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”), without increasing or decreasing the amount of stated capital or paid-in surplus of 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.”

7. 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.
8. 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 FOLLOWS.]

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IN WITNESS WHEREOF, BioSig Technologies, Inc., has caused this Certificate to be duly executed by the undersigned duly authorized officer as of this 31st day of January, 2024.

BIOSIG TECHNOLOGIES, INC.

By: /s/ Kenneth L. Londoner  
Name: Kenneth L. Londoner  
Title: CEO

[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT]

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## BioSig Announces Reverse Stock Split

- *Common Stock Will Begin Trading on Split-Adjusted Basis on February 2, 2024*

Westport, CT, January 31, 2024 (GLOBE NEWSWIRE) --BioSig Technologies, Inc. (NASDAQ: BSGM) (“BioSig” or the “Company”), a medical technology company committed to delivering unprecedented accuracy and precision to intracardiac signal visualization, today announced that it intends to effect a reverse stock split of its common stock at a ratio of 1 post-split share for every 10 pre-split shares. The reverse stock split will become effective at 4:05 p.m. New York Time on Thursday, February 1, 2024. BioSig’s common stock will continue to trade on the Nasdaq Capital Market under the symbol BSGM. It will begin trading on a split-adjusted basis when the market opens on Friday, February 2, 2024. The new CUSIP number for the common stock following the reverse stock split will be 09073N3008.

At the Company’s annual meeting of stockholders held on December 18, 2023, BioSig’s stockholders granted the Company’s board of directors (the “Board”) the discretion to effect a reverse stock split of all of the outstanding shares of the Company’s common stock through an amendment to its Amended and Restated Certificate of Incorporation at a ratio in the range of 1-for-2 to 1-for-10, with the exact exchange ratio and timing to be determined by the Company’s Board.

At the effective time of the reverse stock split, every ten shares of BioSig’s issued and outstanding common stock will be converted automatically into one issued and outstanding share of common stock without any change in the par value per share. Stockholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the 1-for-10 reverse stock split. It is not necessary for stockholders 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.

The reverse stock split will affect all stockholders uniformly. It 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 nearest whole number of shares. The reverse stock split will reduce the number of shares of BioSig’s common stock outstanding from 93,344,435 to approximately 9,334,636, subject to adjustment for the rounding up of fractional shares. Proportional adjustments will be made to the number of shares of BioSig’s common stock issuable upon the exercise or conversion of BioSig’s equity awards, convertible preferred stock and warrants, and the applicable exercise or conversion price. The reverse stock split will have no effect on the number of authorized shares of common stock or the par value per share. Stockholders with shares in brokerage accounts should direct any questions concerning the reverse stock split to their broker; all other stockholders may direct questions to the Company’s transfer agent, Securities Transfer Corporation, via email at [info@stctransfer.com](mailto:info@stctransfer.com) or by telephone at 1-469-633-0101.



### About BioSig Technologies, Inc.

BioSig Technologies is a medical technology company focused on deciphering the body’s electrical signals, starting with heart rhythms. By leveraging a first-of-its-kind combination of hardware and software, we deliver unprecedented cardiac signal clarity, ending the reliance on ‘mixed signals’ and ‘reading between the lines.’ Our platform technology addresses some of healthcare’s biggest challenges—saving time, costs, and lives.

The Company’s product, the PURE EP™ Platform, an FDA 510(k) cleared non-invasive class II device, provides superior, real-time signal visualization, allowing physicians to perform highly targeted cardiac ablation procedures with increased procedural efficiency and efficacy.

An estimated 14.4 million Americans suffer from cardiac arrhythmias, and the global EP market is projected to reach \$16B in 2028 with an 11.2% growth rate<sup>1</sup>

### Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. 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 effect that the reverse stock split may have on the price of BioSig’s common stock; (ii) BioSig’s ability to regain compliance with and meet the continued listing requirements of The Nasdaq Capital Market to maintain listing of its common stock; (iii) the geographic, social, and economic impact of pandemics or worldwide health issues on BioSig’s ability to conduct BioSig’s business and raise capital in the future when needed; (iv) BioSig’s inability to manufacture its products and product candidates on a commercial scale on their own, or in collaboration with third parties; (v) difficulties in obtaining financing on commercially reasonable terms; (vi) changes in the size and nature of BioSig’s competition; (vii) loss of one or more key executives or scientists; and (viii) difficulties in securing regulatory approval to market BioSig’s products and product candidates. For a discussion of other risks and uncertainties, and other important factors, any of which could cause BioSig’s actual results to differ from those contained in forward-looking statements, see BioSig’s filings with the Securities and Exchange Commission (SEC), including the section titled “Risk Factors” in BioSig’s Quarterly Report on Form 10-Q, filed with the SEC on November 14, 2023. Investors and security holders are urged to read these documents free of charge on the SEC’s website at <http://www.sec.gov>. BioSig assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise, except as required by law.

### Contact:

Andrew Ballou  
 BioSig Technologies, Inc.  
 Vice President, Investor Relations  
 55 Greens Farms  
 Westport, CT 06880  
[aballou@biosigtech.com](mailto:aballou@biosigtech.com)  
 203-409-5444, x133

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<sup>1</sup> Cardiac Ablation Market. (2022, December). Global Market Insights. <https://www.gminsights.com/industry-analysis/cardiac-ablation>

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