

**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): March 12, 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:

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously reported, on March 5, 2024, BioSig Technologies, Inc. (the "Company") received a letter from the Listing Qualifications Department of Nasdaq (the "Staff") stating that the Company has not regained compliance with Listing Rule 5550(a)(2) because the Company's common stock did not meet the minimum bid price of \$1.00 per share required for continued listing on The Nasdaq Capital Market, and the Company is not eligible for a second 180 day cure period under Rule 5810(c)(3)(A)(2) because the Company does not comply with the \$5,000,000 minimum stockholders' equity initial listing requirement for The Nasdaq Capital Market, and that accordingly, Nasdaq would delist the Company's common stock unless the Company requested an appeal of this determination. On March 11, 2024, the Company submitted a request for a hearing before the Nasdaq Hearings Panel to appeal the Staff's delisting determination.

On March 12, 2024, the Company received a letter from the Staff stating that based upon the Staff's review of the Company and pursuant to Listing Rule 5101, the Staff believes that the Company no longer has an operating business and is a "public shell," and that the continued listing of its securities is no longer warranted, in view of the following:

- On February 5, 2024, the Company disclosed in a Form 8-K that the Company commenced a workforce reduction consisting of 16 employees including the Chief Operating Officer and the Chief Commercial Officer;

- On February 21, 2024, the Company disclosed in a Form 8-K on that the Chief Financial Officer resigned and that six of the Company's seven directors serving on the board resigned from the board and their respective committee assignments, and as a result the Company no longer complies with Nasdaq's majority independent board, independent audit, compensation and nominating committee requirements as set forth in Listing Rule 5605; and
- On February 28, 2024, the Company disclosed in a Form 8-K that Kenneth Londoner resigned his position as Chief Executive Officer and director; and that former board member, Frederick Hrkac was reappointed to the board and appointed President and Principal Executive Officer, and as a result, the Company currently has one employee and one board member.

The letter further stated that the Company no longer meets the requirement of Rule 5550(b)(2) to maintain a minimum Market Value of Listed Securities of \$35 million, if none of the other standards set forth in Rule 5550(b) is met.

The Staff stated that the foregoing matters serve as an additional basis for delisting the Company's common stock from The Nasdaq Stock Market, and that the Hearings Panel will consider this matter in rendering a determination regarding the Company's continued listing on The Nasdaq Capital Market.

The Company intends also to appeal the foregoing determinations. The requested hearing before the Hearings Panel will be held on May 7, 2024.

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: March 15, 2024

By: /s/ Frederick D. Hrkac
Name: Frederick D. Hrkac
Title: Principal Executive Officer
