
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____

Commission file number: 000-55473

BIOSIG TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

26-433375

(I.R.S. Employer Identification No.)

8441 Wayzata Blvd, Suite 240

Minneapolis, MN 55426

(Address of principal executive offices) (zip code)

(763) 999-7331

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 14, 2016, there were 20,950,093 shares of registrant's common stock outstanding.

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PART 1 – FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS****BIOSIG TECHNOLOGIES, INC.
CONDENSED BALANCE SHEETS**

	September 30, 2016	December 31, 2015
	(unaudited)	
ASSETS		
Current assets:		
Cash	\$ 150,454	\$ 953,234
Prepaid expenses	134,530	31,308
Total current assets	284,984	984,542
Property and equipment, net	22,692	18,408
Other assets:		
Deposits	27,612	27,612
Total assets	<u>\$ 335,288</u>	<u>\$ 1,030,562</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses, including \$8,703 and \$12,716 to related parties as of September 30, 2016 and December 31, 2015, respectively	\$ 426,497	\$ 223,546
Dividends payable	341,403	340,291
Warrant liability	2,324,460	1,621,199
Derivative liability	291,086	285,157
Total current liabilities	3,383,446	2,470,193
Series C Preferred Stock, 1,090 and 1,471 shares issued and outstanding; liquidation preference of \$1,090,000 and \$1,471,000 as of September 30, 2016 and December 31, 2015, respectively	1,090,000	1,471,000
Stockholders' deficit		
Preferred stock, \$0.001 par value, authorized 1,000,000 shares, designated 200 shares of Series A, 600 shares of Series B and 4,200 shares of Series C Preferred Stock		
Common stock, \$0.001 par value, authorized 50,000,000 shares, 20,935,093 and 16,825,703 issued and outstanding as of September 30, 2016 and December 31, 2015, respectively	20,935	16,826
Additional paid in capital	38,295,183	29,314,399
Accumulated deficit	(42,454,276)	(32,241,856)
Total stockholders' deficit	(4,138,158)	(2,910,631)
Total liabilities and stockholders' deficit	<u>\$ 335,288</u>	<u>\$ 1,030,562</u>

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended September		Nine months ended September	
	30,		30,	
	2016	2015	2016	2015
Operating expenses:				
Research and development	\$ 560,514	\$ 354,471	\$ 2,139,671	\$ 1,146,113
General and administrative	991,852	2,117,010	7,257,852	8,801,878
Depreciation	2,570	2,607	7,811	7,948
Total operating expenses	<u>1,554,936</u>	<u>2,474,088</u>	<u>9,405,334</u>	<u>9,955,939</u>
Loss from operations	(1,554,936)	(2,474,088)	(9,405,334)	(9,955,939)
Other income (expense):				
Gain (loss) on change in fair value of derivatives	17,771	2,851,755	(807,087)	3,050,318
Interest income (expense)	-	-	1	(1,298)
Financing costs	-	-	-	(529,704)
Total other income (expense)	<u>17,771</u>	<u>2,851,755</u>	<u>(807,086)</u>	<u>2,519,316</u>
(Loss) income before income taxes	(1,537,165)	377,667	(10,212,420)	(7,436,623)
Income taxes (benefit)	-	-	-	-
Net (loss) income	(1,537,165)	377,667	(10,212,420)	(7,436,623)
Preferred stock dividend	(24,726)	(53,048)	(85,467)	(244,516)
NET (LOSS) INCOME AVAILABLE TO COMMON STOCKHOLDERS	<u>\$ (1,561,891)</u>	<u>\$ 324,619</u>	<u>\$ (10,297,887)</u>	<u>\$ (7,681,139)</u>
Net (loss) income per common share, basic and diluted	<u>\$ (0.08)</u>	<u>\$ 0.02</u>	<u>\$ (0.55)</u>	<u>\$ (0.57)</u>
Weighted average number of common shares outstanding, basic and diluted	<u>20,581,041</u>	<u>14,849,127</u>	<u>18,847,515</u>	<u>13,565,453</u>

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
CONDENSED STATEMENT OF STOCKHOLDERS' DEFICIT
NINE MONTHS ENDED SEPTEMBER 30, 2016

	Common stock		Additional	Accumulated	Total
	Shares	Amount	Paid in Capital	Deficit	
Balance, January 1, 2016	16,825,703	\$ 16,826	\$ 29,314,399	\$ (32,241,856)	\$ (2,910,631)
Sale of common stock	2,208,514	2,208	3,051,660	-	3,053,868
Common stock issued for services	1,335,000	1,335	2,469,715	-	2,471,050
Common stock issued upon conversion of Series C Preferred Stock at \$1.50 per share	254,000	254	380,746	-	381,000
Common stock issued settlement of Series C Preferred Stock accrued dividends at \$1.58 per share	53,331	53	84,302	-	84,355
Reclassify fair value of derivative liability to equity upon conversion of Series C Preferred Stock to common shares	-	-	97,897	-	97,897
Stock based compensation	258,545	259	2,981,931	-	2,982,190
Preferred Stock dividend	-	-	(85,467)	-	(85,467)
Net loss	-	-	-	(10,212,420)	(10,212,420)
Balance, September 30, 2016 (unaudited)	<u>20,935,093</u>	<u>\$ 20,935</u>	<u>\$ 38,295,183</u>	<u>\$ (42,454,276)</u>	<u>\$ (4,138,158)</u>

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine months ended September 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (10,212,420)	\$ (7,436,623)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation	7,811	7,948
Amortization of debt discount	-	585,324
Change in derivative liabilities	807,087	(3,050,318)
Equity based compensation	5,453,240	6,907,423
Changes in operating assets and liabilities:		
Prepaid expenses	(103,222)	(8,141)
Accounts payable	202,534	(213,754)
Stock based payable	-	(226,305)
Deferred rent payable	417	2,713
Net cash used in operating activities	(3,844,553)	(3,431,733)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(12,095)	(8,971)
Payment of long term deposit	-	(2,612)
Net cash used in investing activity	(12,095)	(11,583)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock	3,053,868	3,042,213
Proceeds from sale of Series C preferred stock	-	450,000
Proceeds from exercise of options	-	20,900
Proceeds from exercise of warrants	-	24,981
Net cash provided by financing activities	3,053,868	3,538,094
Net (decrease) increase in cash and cash equivalents	(802,780)	94,778
Cash and cash equivalents, beginning of the period	953,234	239,781
Cash and cash equivalents, end of the period	<u>\$ 150,454</u>	<u>\$ 334,559</u>
Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	<u>\$ -</u>	<u>\$ 1,298</u>
Cash paid during the period for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash investing and financing activities:		
Common stock issued upon conversion of Series C Preferred Stock and accrued dividends	<u>\$ 465,355</u>	<u>\$ 1,654,811</u>

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

BioSig Technologies Inc. (the “Company”) was initially incorporated on February 24, 2009 under the laws of the State of Nevada and subsequently re-incorporated in the state of Delaware in 2011. The Company is principally devoted to improving the quality of cardiac recordings obtained during EP studies and catheter ablation procedures. The Company has not generated any revenue to date and consequently its operations are subject to all risks inherent in the establishment of a new business enterprise.

The unaudited condensed interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

The condensed balance sheet as of December 31, 2015 has been derived from audited financial statements.

Operating results for the three and nine months ended September 30, 2016 are not necessarily indicative of results that may be expected for the year ending December 31, 2016. These condensed financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2015 filed with the Company’s Form 10-K with the Securities and Exchange Commission on March 14, 2016.

NOTE 2 –GOING CONCERN AND MANAGEMENT’S LIQUIDITY PLANS

As of September 30, 2016, the Company had cash of \$150,454 and working capital deficit (current liabilities in excess of current assets) of \$3,098,462 principally due to the inclusion of non-cash derivative and warrant liabilities recorded in current liabilities. In addition, the Company raised approximately \$450,000 in October 2016 through the sale of common stock and warrants (See Note 11). As of September 30, 2016, excluding the derivative and warrant liabilities, the Company's working capital deficit would have been \$482,916. During the nine months ended September 30, 2016, the Company used net cash in operating activities of \$3,844,553. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company has sufficient funds to meet its research and development and other funding requirements for at least the next 2 months.

The Company's primary source of operating funds since inception has been cash proceeds from private placements of common and preferred stock. The Company has experienced net losses and negative cash flows from operations since inception and expects these conditions to continue for the foreseeable future. The Company has stockholders' deficiencies at September 30, 2016 and requires additional financing to fund future operations. Further, the Company does not have any commercial products available for sale and there is no assurance that if approval of their products is received that the Company will be able to generate cash flow to fund operations. In addition, there can be no assurance that the Company's research and development will be successfully completed or that any product will be approved or commercially viable.

Accordingly, the accompanying condensed financial statements have been prepared in conformity with U.S. GAAP, which contemplates continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The condensed financial statements do not include any adjustment that might result from the outcome of this uncertainty.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

NOTE 3 –SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the recoverability and useful lives of long-lived assets, the fair value of the Company's stock, stock-based compensation, fair values relating to warrant and other derivative liabilities and the valuation allowance related to deferred tax assets. Actual results may differ from these estimates.

Fair Value of Financial Instruments

Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities as reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed.

The Company follows Accounting Standards Codification subtopic 820-10, Fair Value Measurements and Disclosures ("ASC 820-10") and Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10"), which permits entities to choose to measure many financial instruments and certain other items at fair value.

Derivative Instrument Liability

The Company accounts for derivative instruments in accordance with ASC 815, which establishes accounting and reporting standards for derivative instruments and hedging activities, including certain derivative instruments embedded in other financial instruments or contracts and requires recognition of all derivatives on the balance sheet at fair value, regardless of hedging relationship designation. Accounting for changes in fair value of the derivative instruments depends on whether the derivatives qualify as hedge relationships and the types of relationships designated are based on the exposures hedged. At September 30, 2016 and December 31, 2015, the Company did not have any derivative instruments that were designated as hedges.

At September 30, 2016 and December 31, 2015, the Company had outstanding preferred stock and warrants that contained embedded derivatives. These embedded derivatives include certain conversion features and reset provisions. (See Note 6 and Note 7).

Research and development costs

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company incurred research and development expenses of \$560,514 and \$2,139,671 for the three and nine months ended September 30, 2016; and \$354,471 and \$1,146,113 for the three and nine months ended September 30, 2015, respectively.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

Net Earnings (Loss) Per Common Share

The Company computes earnings (loss) per share under Accounting Standards Codification subtopic 260-10, Earnings Per Share (“ASC 260-10”). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the “treasury stock” and/or “if converted” methods as applicable.

The computation of basic and diluted income (loss) per share as of September 30, 2016 and 2015 excludes potentially dilutive securities when their inclusion would be anti-dilutive, or if their exercise prices were greater than the average market price of the common stock during the period. The Company’s diluted loss per share is the same as the basic loss per share for the three months ended September 30, 2015, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

Potentially dilutive securities excluded from the computation of basic and diluted net loss per share are as follows:

	September 30, 2016	September 30, 2015
Series C convertible preferred stock	726,667	1,238,667
Options to purchase common stock	8,090,190	7,405,190
Warrants to purchase common stock	8,333,235	6,372,677
Totals	<u>17,150,092</u>	<u>16,474,467</u>

Stock Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and interim financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period.

As of September 30, 2016, the Company had 8,090,190 options outstanding to purchase shares of common stock, of which 6,745,099 were vested.

As of December 31, 2015, the Company had 7,780,190 options outstanding to purchase shares of common stock, of which 5,613,501 were vested.

Income Taxes

The Company follows Accounting Standards Codification subtopic 740-10, Income Taxes (“ASC 740-10”) for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability during each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change. Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse and are considered immaterial.

Registration Rights

The Company accounts for registration rights agreements in accordance with the Accounting Standards Codification subtopic 825-20, Registration Payment Arraignments (“ASC 825-20”). Under ASC 825-20, the Company is required to disclose the nature and terms of the arraignment, the maximum potential amount and to assess each reporting period the probable liability under these arraignments and, if exists, to record or adjust the liability to current period operations. On June 23, 2014, the Company filed Form S-1/A became effective with the Securities and Exchange Commission. As such, the Company determined that payments were due under its registration rights agreement and therefore accrued \$55,620 as interest expense during the year ended December 31, 2014 for the liability under the registration rights agreements. During the year ended December 31, 2015, the Company estimated the liability at \$-0- and therefore recorded the change to current period operations.

Beginning on October 23, 2015, the Company entered into subscription agreements with certain accredited investors pursuant to which the Company sold to the investors units, which each unit consisting of one share of the Company’s common stock and a warrant to purchase one half of one share of common stock (the “*Private Placement*”). In connection with the Private Placement, the Company also entered into a registration rights agreements with the investors, pursuant to which the Company agreed to provide certain registration rights with respect to the common stock and warrants issued under the Private Placement. The registration rights agreements require the Company to file a registration statement within 45 calendar days upon the final closing under the Private Placement and to be effective 120 calendar days thereafter. The final closing under the Private Placement occurred on April 29, 2016. On August 2, 2016, the Company filed Form S-1 registration statement which became effective August 9, 2016. The Company has estimated the liability under the registration rights agreement at \$-0- as of September 30, 2016.

Reclassification

Certain reclassifications have been made to prior periods’ data to conform with the current year’s presentation. These reclassifications had no effect on reported income or losses.

Recent Accounting Pronouncements

There are various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company’s financial position, results of operations or cash flows.

Subsequent Events

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the condensed consolidated financial statements, except as disclosed.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment as of September 30, 2016 and December 31, 2015 is summarized as follows:

	September 30, 2016	December 31, 2015
Computer equipment	\$ 80,544	\$ 68,449
Furniture and fixtures	10,117	10,117
Subtotal	90,661	78,566
Less accumulated depreciation	(67,969)	(60,158)
Property and equipment, net	\$ 22,692	\$ 18,408

Property and equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 5 years. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings.

Depreciation expense was \$2,570 and \$7,811 for the three and nine months ended September 30, 2016, respectively; and \$2,607 and \$7,948 for the three and nine months ended September 30, 2015, respectively.

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses at September 30, 2016 and December 31, 2015 consist of the following:

	September 30, 2016	December 31, 2015
Accrued accounting and legal	\$ 185,630	\$ 112,723
Accrued reimbursements	-	13,613
Accrued consulting	3,500	15,200
Accrued research and development expenses	177,577	34,179
Accrued office and other	7,190	31,482
Accrued payroll	35,835	-
Deferred rent	3,432	3,016
Accrued settlement related to arbitration	13,333	13,333
	<u>\$ 426,497</u>	<u>\$ 223,546</u>

NOTE 6 – SERIES C 9% CONVERTIBLE PREFERRED STOCK

On January 9, 2013, the Board of Directors authorized the issuance of up to 4,200 shares of 9% Series C Convertible Preferred Stock (the "Series C Preferred Stock").

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

The Series C Preferred Stock is entitled to preference over holders of junior stock upon liquidation in the amount of \$1,000 plus any accrued and unpaid dividends; entitled to dividends as a preference to holders of junior stock at a rate of 9% per annum of the stated value of \$1,000 per share, payable quarterly beginning on September 30, 2013 and are cumulative. The holders of the Series C Preferred Stock vote together with the holders of our common stock on an as-converted basis, but may not vote the Series C Preferred Stock in excess of the beneficial ownership limitation of the Series C Preferred Stock. The beneficial ownership limitation is 4.99% of our then outstanding shares of common stock following such conversion or exercise, which may be increased to up to 9.99% of our then outstanding shares of common stock following such conversion or exercise upon the request of an individual holder. The beneficial ownership limitation is determined on an individual holder basis, such that the as-converted number of shares of one holder is not included in the shares outstanding when calculating the limitation for a different holder.

In addition, absent the approval of holders representing at least 67% of the outstanding shares of the Series C Preferred Stock, we may not (i) increase the number of authorized shares of preferred stock, (ii) amend our charter documents, including the terms of the Series C Preferred Stock, in any manner adverse to the holders of the Series C Preferred Stock, including authorizing or creating any class of stock ranking senior to, or otherwise pari passu with, the shares of Series C Preferred Stock as to dividends, redemption or distribution of assets upon a liquidation, or (iii) perform certain covenants, including:

- incur additional indebtedness;
- permit liens on assets;
- repay, repurchase or otherwise acquire more than a de minimis number of shares of capital stock;
- pay cash dividends to our stockholders; and
- engage in transactions with affiliates.

Any holder of Series C Preferred Stock is entitled at any time to convert any whole or partial number of shares of Series C Preferred Stock into shares of our common stock at a price of \$1.50 per share. The Series C Preferred Stock is subject to full ratchet anti-dilution price protection upon the issuance of equity or equity-linked securities at an effective common stock purchase price of less than \$1.50 per share as well as other customary anti-dilution protection.

In the event that:

- (i) we fail to, or announce our intention not to, deliver common stock share certificates upon conversion of our Series C Preferred Stock prior to the seventh trading day after such shares are required to be delivered,
- (ii) we fail for any reason to pay in full the amount of cash due pursuant to our failure to deliver common stock share certificates upon conversion of our Series C Preferred Stock within five calendar days after notice therefor is delivered,
- (iii) we fail to have available a sufficient number of authorized and unreserved shares of common stock to issue upon a conversion of our Series C Preferred Stock,
- (iv) we fail to observe or perform any other covenant, agreement or warranty contained in, or otherwise commit any breach of our obligations under, the securities purchase agreement, the registration rights agreement, the certificate of designation or the warrants entered into pursuant to the private placement transaction for our Series C Preferred Stock, which failure or breach could have a material adverse effect, and such failure or breach is not cured within 30 calendar days after written notice was delivered,
- (v) we are party to a change of control transaction,
- (vi) we file for bankruptcy or a similar arrangement or are adjudicated insolvent,
- (vii) we are subject to a judgment, including an arbitration award against us, of greater than \$100,000, and such judgment remains unvacated, unbonded or unstayed for a period of 45 calendar days,

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

The holders of the Series C Preferred Stock are entitled, among other rights, to redeem their shares of Series C Preferred Stock at any time for greater than their stated value or increase the dividend rate on their shares of Series C Preferred Stock to 18%. The Company determined that certain of the defined triggering events were outside the Company's control and therefore classified the Series C Preferred Stock outside of equity.

In connection with the sale of the Series C preferred stock, the Company issued an aggregate of 1,330,627 warrants to purchase the Company's common stock at \$2.61 per share expiring five years from the initial exercise date. The warrants contain full ratchet anti-dilution price protection upon the issuance of equity or equity-linked securities at an effective common stock purchase price of less than \$2.61 per share as well as other customary anti-dilution protection. The warrants are exercisable for cash; or if at any time after six months from the issuance date, there is no effective registration statement registering the resale, or no current prospectus available for the resale, of the shares of common stock underlying the warrants, the warrants may be exercised by means of a "cashless exercise".

As a result of an amendment to the conversion price of our Series C Preferred Stock, the full-ratchet anti-dilution protection provision of the warrants decreased the exercise price of the warrants from \$2.61 per share to \$1.50 per share and increased the aggregate number of shares issuable under the warrants to 2,315,301.

In accordance with ASC 470-20, at issuance, the Company recognized an embedded beneficial conversion feature present in the Series C Preferred Stock when it was issued. The Company allocated the net proceeds between the intrinsic value of the conversion option (\$1,303,671) and the warrants (\$1,064,739) to additional paid-in capital. The aggregate debt discount, comprised of the relative intrinsic value of the conversion option (\$1,303,671), the relative fair value of the warrants (\$1,064,739), and the issuance costs (\$412,590), for a total of \$2,781,000, is amortized over an estimated one year as interest expense.

During the month of February 2013, the holders of previously issued convertible bridge notes converted into 600 shares of the Company's Series C Preferred Stock.

During the months of February, March, May, and July 2013, the Company sold an aggregate of 2,181 shares of the Company's Series C Preferred Stock for net proceeds of \$1,814,910.

At the time of issuance and until March 31, 2015, the Company determined that the anti-dilutive provisions embedded in the Series C Preferred Stock and related issued warrants did not meet the defined criteria of a derivative in such that the net settlement requirement of delivery of common shares does not meet the "readily convertible to cash" as described in Accounting Standards Codification 815 and therefore bifurcation is not required. There was no established market for the Company's common stock. As described in Note 7, as of March 31, 2015, the Company determined a market had been established for the Company's common stock and accordingly, reclassified the fair value of the embedded reset provisions of the Series C Preferred Stock and warrants of \$1,242,590 and \$4,097,444, respectively, from equity to liabilities.

At March 31, 2015, the Company valued the reset provisions of the Series C Preferred Stock and warrants in accordance with ASC 470-20 using the Multinomial Lattice pricing model and the following assumptions: contractual terms of 2.78 to 3.50 years, a risk free interest rate of 0.56% to 0.89%, a dividend yield of 0%, and volatility of 141.00%.

In February 2016, the Company issued an aggregate of 54,859 shares of its common stock in exchange for 75 shares of the Company's Series C Preferred Stock and accrued dividends.

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In May 2016, the Company issued an aggregate of 197,714 shares of its common stock in exchange for 236 shares of the Company's Series C Preferred Stock and accrued dividends.

In June 2016, the Company issued an aggregate of 54,759 shares of its common stock in exchange for 70 shares of the Company's Series C Preferred Stock and accrued dividends.

For the nine months ended September 30, 2016, at the time of conversions, the Company reclassified the fair value of the embedded beneficial conversion feature of the Series C Preferred Stock of \$97,897 from liability to equity. The fair values were determined using a Multinomial Lattice pricing model and the following assumptions: estimated contractual terms of 2.00 years, a risk free interest rate of 0.23% to 0.59%, a dividend yield of 0%, and volatility of 141% to 150%.

Series C Preferred Stock issued and outstanding totaled 1,090 and 1,471 as of September 30, 2016 and December 31, 2015, respectively. As of September 30, 2016 and December 31, 2015, the Company has accrued \$341,403 and \$340,291 dividends payable on the Series C Preferred Stock.

Registration Rights Agreement

In connection with the Company's private placement of Series C Preferred Stock and warrants, the Company entered into a registration rights agreement with the purchasers pursuant to which the Company agreed to provide certain registration rights with respect to the common stock issuable upon conversion of Series C Preferred Stock and exercise of the warrants issued to holders of Series C Preferred Stock. Specifically, the Company agreed to file a registration statement with the Securities and Exchange Commission covering the resale of the common stock issuable upon conversion of the Series C Preferred Stock and exercise of the warrants on or before July 22, 2013 and to cause such registration statement to be declared effective by the Securities and Exchange Commission, in the event that the registration statement is not reviewed by the Securities and Exchange Commission, within five trading days after the Company is notified that registration statement is not being reviewed by the Securities and Exchange Commission, and by November 22, 2013 in the event that the registration statement is reviewed by the Securities and Exchange Commission and the Securities and Exchange Commission issues comments.

If (i) the registration statement is not filed by July 22, 2013, (ii) the registration statement is not declared effective by the Securities and Exchange Commission within five trading days after the Company is notified that the registration statement is not being reviewed by the Securities and Exchange Commission, in the case of a no review, (iii) the registration statement is not declared effective by the Securities and Exchange Commission by November 22, 2013 in the case of a review by the Securities and Exchange Commission pursuant to which the Securities and Exchange Commission issues comments or (iv) the registration statement ceases to remain continuously effective for more than 20 consecutive calendar days or more than an aggregate of 45 calendar days during any 12-month period after its first effective date, then the Company is subject to liquidated damage payments to the holders of the shares sold in the private placement in an amount equal to 0.25% of the aggregate purchase price paid by such purchasers per month of delinquency.

Notwithstanding the foregoing, (i) the maximum aggregate liquidated damages due under the registration rights agreement shall be 3% of the aggregate purchase price paid by the purchasers, and (ii) if any partial amount of liquidated damages remains unpaid for more than seven days, the Company shall pay interest of 18% per annum, accruing daily, on such unpaid amount.

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Pursuant to the registration rights agreement, the Company must maintain the effectiveness of the registration statement from the effective date until the date on which all securities registered under the registration statement have been sold, or are otherwise able to be sold pursuant to Rule 144 without volume or manner-of-sale restrictions, subject to the right to suspend or defer the use of the registration statement in certain events.

The Company filed a registration statement on July 22, 2013, which was originally declared effective on June 23, 2014. As a result, the Company accrued \$55,620 as interest expense for liquidating damages due under the registration rights agreement as of December 31, 2014. At December 31, 2015, the Company estimated the liability at \$-0- and therefore recorded the change to current period operations.

NOTE 7 – WARRANT AND DERIVATIVE LIABILITIES

At the time of issuance and until March 31, 2015, the Company determined that the anti-dilutive provisions embedded in the Series C Preferred Stock and related warrants (see Note 6) did not meet the defined criteria of a derivative in such that the net settlement requirement of delivery of common shares does not meet the “readily convertible to cash” as described in Accounting Standards Codification 815 and therefore bifurcation was not required. There was no established market for the Company’s common stock. As of March 31, 2015, the Company determined a market had been established for the Company’s common stock and accordingly, reclassified from equity to liability treatment the fair value of the embedded reset provisions of the Series C Preferred Stock and warrants of \$1,242,590 and \$4,097,444, respectively.

The Company valued the reset provisions of the Series C Preferred Stock and warrants in accordance with ASC 470-20 using the Multinomial Lattice pricing model and the following assumptions: estimated contractual terms, a risk free interest rate of 0.56% to 0.89, a dividend yield of 0%, and volatility of 141.00%.

At September 30, 2016, the Company marked to market the fair value of the reset provisions of the Series C Preferred Stock and warrants and determined fair values of \$291,086 and \$2,324,460, respectively. The Company recorded a gain(loss) from change in fair value of derivatives of \$17,771 and \$(807,087) for the three and nine months ended September 30, 2016. The fair values of the embedded derivatives were determined using the Multinomial Lattice pricing model and the following assumptions: estimated contractual term of 0.49 to 3.61 years, a risk free interest rate of 0.39% to 1.01%, a dividend yield of 0%, and volatility of 143.00% to 152.00%.

NOTE 8 – STOCKHOLDER EQUITY

Preferred stock

The Company is authorized to issue 1,000,000 shares of \$0.001 par value preferred stock. As of September 30, 2016 and December 31, 2015, the Company has authorized 200 shares of Series A preferred stock, 600 shares of Series B preferred stock and 4,200 shares of Series C Preferred Stock. As of September 30, 2016 and December 31, 2015, there were no outstanding shares of Series A and Series B preferred stock.

In February 2016, the Company issued 54,859 shares of its common stock in exchange for 75 shares of the Company’s Series C Preferred Stock and accrued dividends.

In May 2016, the Company issued an aggregate of 197,714 shares of its common stock in exchange for 236 shares of the Company’s Series C Preferred Stock and accrued dividends.

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In June 2016, the Company issued an aggregate of 54,759 shares of its common stock in exchange for 70 shares of the Company's Series C Preferred Stock and accrued dividends.

As of September 30, 2016 and December 31, 2015, the Company has 1,090 and 1,471 Series C Preferred Stock issued and outstanding.

Common stock

The Company is authorized to issue 50,000,000 shares of \$0.001 par value common stock. As of September 30, 2016 and December 31, 2015, the Company had 20,935,093 and 16,825,703 shares issued and outstanding, respectively.

During the nine months ended September 30, 2016, the Company issued an aggregate of 790,000 shares of common stock under the terms of its 2012 Equity Plan for services rendered totaling \$1,419,200 (\$1.80 average per share).

During the nine months ended September 30, 2016, the Company issued an aggregate of 545,000 shares of common stock for services rendered totaling \$1,051,850 (\$1.93 average per share).

During the nine months ended September 30, 2016, the Company entered into securities purchase agreements with investors pursuant to which the Company issued 2,208,514 shares of common stock and 1,254,550 warrants for aggregate proceeds of \$3,053,868, net of \$278,188 in expenses.

During the nine months ended September 30, 2016, the Company issued 175,000 shares of common stock as vested previously issued restricted stock units

During the nine months ended September 30, 2016, the Company issued 83,545 shares of its common stock in exchange for 100,000 common stock options previously issued in May 2016 under the terms of its 2012 Equity Plan. The equality of the fair value was determined using the Black Scholes option pricing model with the following assumptions: dividend yield: 0%; volatility: 122.82%; risk free rate: 1.08%, term: 5 years and fair value of the Company's common stock: \$1.84.

Beginning on October 23, 2015, the Company entered into subscription agreements with certain accredited investors pursuant to which the Company sold to the investors units, which each unit consisting of one share of the Company's common stock and a warrant to purchase one half of one share of common stock (the "*Private Placement*"). In connection with the Private Placement, the Company also entered into a registration rights agreements with the investors, pursuant to which the Company agreed to provide certain registration rights with respect to the common stock and warrants issued under the Private Placement.

The registration rights agreements require the Company to file a registration statement within 45 calendar days of the final closing under the Private Placement and to be effective 120 calendar days thereafter. The final closing under the Private Placement occurred on April 29, 2016. On August 2, 2016, the Company filed Form S-1 registration statement which became effective August 9, 2016. The Company has estimated the liability under the registration rights agreement at \$-0- as of September 30, 2016.

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NOTE 9 – OPTIONS, RESTRICTED STOCK UNITS AND WARRANTS

Options

On October 19, 2012, the Company's Board of Directors approved the 2012 Equity Incentive Plan ("the "Plan") and terminated the Long-Term Incentive Plan (the "2011 Plan"). The Plan provides for the issuance of options to purchase up to 11,686,123 (as amended) shares of the Company's common stock to officers, directors, employees and consultants of the Company (as amended). Under the terms of the Plan the Company may issue Incentive Stock Options as defined by the Internal Revenue Code to employees of the Company only and nonstatutory options. The Board of Directors of the Company or a committee thereof administers the Plan and determines the exercise price, vesting and expiration period of the grants under the Plan.

However, the exercise price of an Incentive Stock Option should not be less than 110% of fair value of the common stock at the date of the grant for a 10% or more stockholder and 100% of fair value for a grantee who is not 10% stockholder. The fair value of the common stock is determined based on the quoted market price or in absence of such quoted market price, by the administrator in good faith.

Additionally, the vesting period of the grants under the Plan will be determined by the administrator, in its sole discretion, with an expiration period of not more than ten years. The Company reserved 227,388 shares of its common stock for future issuance under the terms of the Plan.

During the nine months ended September 30, 2016, the Company granted an aggregate of 750,000, net of 100,000 canceled, options to officers, directors and key consultants.

During the nine months ended September 30, 2016, the Company granted an aggregate of 873,545 stock grants to officers, employees and key consultants under the plan. See Note 8.

The following table presents information related to stock options at September 30, 2016:

Options Outstanding			Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life In Years	Exercisable Number of Options	
\$ 1.01-2.00	2,139,642	6.8	1,572,642	
2.01-3.00	5,650,548	5.6	4,872,457	
3.01-4.00	300,000	8.5	300,000	
	8,090,190	6.0	6,745,099	

A summary of the stock option activity and related information for the Plan for the nine months ended September 30, 2016 is as follows:

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	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2016	7,780,190	\$ 2.30	6.4	\$ -
Grants	750,000	1.80	10.0	-
Exercised	-			
Forfeiture/Canceled	(440,000)	\$ 2.24	-	-
Outstanding at September 30, 2016	8,090,190	\$ 2.26	6.0	\$ 12,350
Exercisable at September 30, 2016	6,745,099	\$ 2.31	6.0	\$ 3,563

The aggregate intrinsic value in the preceding tables represents the total pretax intrinsic value, based on options with an exercise price less than the Company's stock price of \$1.52 as of September 30, 2016, which would have been received by the option holders had those option holders exercised their options as of that date.

Option valuation models require the input of highly subjective assumptions. The fair value of stock-based payment awards was estimated using the Black-Scholes option model with a volatility figure derived from using the Company's historical stock prices for 2016. Prior to 2016, the Company derived the volatility figure from an index of historical stock prices for comparable entities. Management determined this assumption to be a more accurate indicator of value. The Company accounts for the expected life of options based on the contractual life of options for non-employees. For employees, the Company accounts for the expected life of options in accordance with the "simplified" method, which is used for "plain-vanilla" options, as defined in the accounting standards codification.

The risk-free interest rate was determined from the implied yields of U.S. Treasury zero-coupon bonds with a remaining life consistent with the expected term of the options.

In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the number of vested options as a percentage of total options outstanding. If the Company's actual forfeiture rate is materially different from its estimate, or if the Company reevaluates the forfeiture rate in the future, the stock-based compensation expense could be significantly different from what the Company has recorded in the current period.

The Company estimated forfeitures related to option grants at a weighted average annual rate of 0% per year, as the Company does not yet have adequate historical data, for options granted during the nine months ended September 30, 2016 and 2015.

The following assumptions were used in determining the fair value of employee and vesting non-employee options during the nine months ended September 30, 2016 and 2015:

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	September 30, 2016	September 30, 2015
Risk-free interest rate	1.08% - 1.69%	1.19% - 2.37%
Dividend yield	0%	0%
Stock price volatility	122.82%	118.56% - 130.30%
Expected life	5 – 10 years	7-10 years
Weighted average grant date fair value	\$ 1.50	\$ 2.41

During the nine months ended September 30, 2016, the Company granted an aggregate of 685,000 options to purchase the Company stock in connection with the services rendered at the exercise price of \$1.84 per share for a term of ten years, vesting immediately. In September 2016, the Company issued 83,545 shares of its common stock in exchange for 100,000 common stock options previously issued in May 2016 under the terms of its 2012 Equity Plan. The equality of the fair value was determined using the Black Scholes option pricing model with the following assumptions: dividend yield: 0%; volatility: 122.82%; risk free rate: 1.08%, term: 5 years and fair value of the Company's common stock: \$1.84.

On August 24, 2016, the Company granted 65,000 options to purchase the Company stock in connection with the services rendered at the exercise price of \$1.33 per share for a term of ten years with 12,500 vesting immediately; 37,500 vesting quarterly beginning September 14, 2016 through December 14, 2017 and 15,000 performance contingent.

The fair value of all options vesting during the three and nine months ended September 30, 2016 of \$218,085 and \$2,512,886, respectively, and during the three and nine months ended September 30, 2015 of \$836,425 and \$3,793,152, respectively, was charged to current period operations. Unrecognized compensation expense of \$406,988 at September 30, 2016 will be expensed in future periods.

Restricted Stock

The following table summarizes the restricted stock activity for the nine months ended September 30, 2016:

Restricted shares issued as of January 1, 2016	175,000
Granted	180,000
Vested	(175,000)
Total restricted shares issued as of September 30, 2016	180,000
Vested restricted shares as of September 30, 2016	-
Unvested restricted shares as of September 30, 2016	180,000

On September 7, 2016, the Company granted 180,000 restricted stock units ("RSU") to a consultant vesting monthly over one year beginning October 7, 2016.

Stock based compensation expense related to restricted stock grants was \$70,753 and \$124,139 for the three months ended September 30, 2016, respectively; and \$100,492 and \$238,122 for the three and nine months ended September 30, 2015, respectively. As of September 30, 2016, the stock-based compensation relating to restricted stock of \$202,847 remain unamortized and is expected to be amortized over the remaining period of approximately 1 year.

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Warrants

The following table summarizes information with respect to outstanding warrants to purchase common stock of the Company at September 30, 2016:

	Exercise Price	Number Outstanding	Expiration Date
\$	0.001	383,320	January 2020
\$	1.50	4,173,017	February 2018 to May 2020
\$	1.84	35,076	January 2020
\$	1.95	1,689,026	October 2018 to September 2019
\$	2.00	100,000	August 2018
\$	2.02	30,755	January 2020
\$	2.10	38,572	June 2019
\$	2.50	100,000	August 2018
\$	2.75	228,720	August 2019 to September 2019
\$	3.67	214,193	December 2018 to January 2019
\$	3.75	1,340,556	April 2019 to March 2020
		<u>8,333,235</u>	

On February 9, 2016, the Company issued 25,000 warrants to purchase the Company's common stock at \$1.95 per share, expiring on February 9, 2019, in connection with the sale of the Company's common stock. In addition, the Company issued 6,000 warrants to purchase the Company's common stock at \$1.50 per share, expiring February 9, 2019 for placement agent services.

On March 9, 2016, the Company issued an aggregate of 100,000 warrants to purchase the Company's common stock at \$1.95 per share, expiring on March 9, 2019, in connection with the sale of the Company's common stock. In addition, the Company issued 12,000 warrants to purchase the Company's common stock at \$1.50 per share, expiring March 9, 2019 for placement agent services.

On April 1, 2016, the Company issued an aggregate of 100,327 warrants to purchase the Company's common stock at \$1.95 per share, expiring on April 1, 2019, in connection with the sale of the Company's common stock. In addition, the Company issued 18,040 warrants to purchase the Company's common stock at \$1.50 per share, expiring April 1, 2019 for placement agent services.

On April 19, 2016, the Company issued an aggregate of 84,980 warrants to purchase the Company's common stock at \$1.95 per share, expiring on April 19, 2019, in connection with the sale of the Company's common stock. In addition, the Company issued 17,996 warrants to purchase the Company's common stock at \$1.50 per share, expiring April 19, 2019 for placement agent services.

On April 29, 2016, the Company issued an aggregate of 567,866 warrants to purchase the Company's common stock at \$1.95 per share, expiring on April 29, 2019, in connection with the sale of the Company's common stock. In addition, the Company issued an aggregate of 96,256 warrants to purchase the Company's common stock at \$1.50 per share, expiring between October 23, 2018 through April 29, 2019 for placement agent services.

On June 1, 2016, the Company issued an aggregate of 38,572 warrants to purchase the Company's common stock at \$2.10 per share, expiring on June 1, 2019, in connection with the sale of the Company's common stock.

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On August 30, 2016, the Company issued an aggregate of 152,513 warrants to purchase the Company's common stock at \$1.95 per share, expiring on August 30, 2019, in connection with the sale of the Company's common stock.

On September 19, 2016, the Company issued an aggregate of 35,000 warrants to purchase the Company's common stock at \$1.95 per share, expiring on September 19, 2019, in connection with the sale of the Company's common stock.

Stock based compensation related to warrants issued for services was \$641 and \$56,930 for the three and nine months ended September 30, 2016, respectively; and \$44,464 for the three and nine months ended September 30, 2015.

A summary of the warrant activity for the nine months ended September 30, 2016 is as follows:

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2016	7,078,685	\$ 2.02	3.0	497,933
Grants	1,254,550	1.90	2.5	-
Exercised	-			-
Canceled	-			-
Outstanding at September 30, 2016	8,333,235	\$ 2.00	2.3	\$ 665,723
Vested and expected to vest at September 30, 2016	8,333,235	\$ 2.00	2.3	\$ 665,723
Exercisable at September 30, 2016	8,333,235	\$ 2.00	2.3	\$ 665,723

The aggregate intrinsic value in the preceding tables represents the total pretax intrinsic value, based on warrants with an exercise price less than the Company's stock price of \$1.52 as of September 30, 2016, which would have been received by the warrant holders had those warrant holders exercised their warrants as of that date.

NOTE 10 – FAIR VALUE MEASUREMENT

The Company adopted the provisions of Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10"). ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

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Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

All items required to be recorded or measured on a recurring basis are based upon level 3 inputs.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

Upon adoption of ASC 825-10, there was no cumulative effect adjustment to beginning retained earnings and no impact on the financial statements.

The carrying value of the Company's cash and cash equivalents, accounts payable and other current assets and liabilities approximate fair value because of their short-term maturity.

As of September 30, 2016 and December 31, 2015, the Company did not have any items that would be classified as level 1 or 2 disclosures.

The Company recognizes its derivative and warrant liabilities as level 3 and values its derivatives using the methods discussed in Note 7. While the Company believes that its valuation methods are appropriate and consistent with other market participants, it recognizes that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The primary assumptions that would significantly affect the fair values using the methods discussed in Note 5 are that of volatility and market price of the underlying common stock of the Company.

As of September 30, 2016 and December 31, 2015, the Company did not have any derivative instruments that were designated as hedges.

The derivative and warrant liability as of September 30, 2016, in the amount of \$291,086 and \$2,324,460, respectively, has a level 3 classification.

The following table provides a summary of changes in fair value of the Company's level 3 financial liabilities as of September 30, 2016:

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	Warrant Liability	Derivative
Balance, December 31, 2015	\$ 1,621,199	\$ 285,157
Total (gains) losses		
Transfers out due to conversion of Series C Preferred Stock	-	(97,897)
Mark to market to September 30, 2016	703,261	103,826
Balance, September 30, 2016	\$ 2,324,460	\$ 291,086
Loss on change in warrant and derivative liabilities for the nine months ended September 30, 2016	\$ (703,261)	\$ (103,826)

Fluctuations in the Company's stock price are a primary driver for the changes in the derivative valuations during each reporting period. As the stock price increases for each of the related derivative instruments, the value to the holder of the instrument generally increases, therefore increasing the liability on the Company's balance sheet. Additionally, stock price volatility is one of the significant unobservable inputs used in the fair value measurement of each of the Company's derivative instruments.

NOTE 11 – SUBSEQUENT EVENTS

On October 16, 2016, the Company issued 15,000 shares of its common stock to a consultant for services rendered valued at \$22,800.

On October 28, 2016, the Company entered into securities purchase agreements with investors, pursuant to which the Company received from subscriptions for the purchase of 346,567 shares of the Company's common stock and warrants to purchase 173,284 shares of our common stock at \$1.50, expiring three years from issuance, for aggregate net cash proceeds of \$450,477, after financing costs of \$69,373.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions. Factors that could cause differences include, but are not limited to, expected market demand for our products, fluctuations in pricing for materials, and competition.

Business Overview

We are a development stage medical device company that is developing a proprietary technology platform to minimize noise and artifacts from cardiac recordings during electrophysiology studies and ablation. We are developing the PURE (Precise Uninterrupted Real-time evaluation of Electrograms) EP System, a surface electrocardiogram and intracardiac multichannel recording and analysis system that acquires, processes and displays electrocardiogram and electrograms required during electrophysiology studies and ablation procedures.

The PURE EP System is designed to assist electrophysiologists in making clinical decisions in real-time by providing information that, we believe, is not always easily obtained, if at all, from any other equipment presently used in electrophysiology labs. The PURE EP System's ability to acquire high fidelity cardiac signals will potentially increase these signals' diagnostic value, and therefore offer improved accuracy and efficiency of the EP studies and related procedures. We are developing signal processing tools within the PURE EP System. We believe that these will assist electrophysiologists in further differentiating true signals from noise, and will provide guidance in identifying ablation targets.

Since June 2011, we have collaborated with physicians affiliated with the Texas Cardiac Arrhythmia Institute at St. David's Medical Center in Austin, Texas for initial technology validation. The physicians affiliated with the Texas Cardiac Arrhythmia Institute have provided us with digital recordings obtained with conventional electrophysiology recording systems during different stages of electrophysiology studies. Using our proprietary signal processing tools that are part of the PURE EP System, we analyzed these recordings and successfully removed baseline wander, noise and artifacts from the data thereby providing better diagnostic quality signals.

We are focused on improving the quality of cardiac recordings obtained during ablation of atrial fibrillation, the most common cardiac arrhythmia, and ventricular tachycardia, an arrhythmia evidenced by a fast heart rhythm originating from the lower chambers of the heart, which can be life-threatening. Cardiac ablation is a procedure that corrects conduction of electrical impulses in the heart that cause arrhythmias. During this invasive procedure, a catheter is usually inserted using a venous access into a specific area of the heart. A special radiofrequency generator delivers energy through the catheter to small areas of the heart muscle that cause the abnormal heart rhythm.

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According to a 2009 article in *Circulation: Arrhythmia and Electrophysiology*, ablation is superior to pharmacological treatments and is becoming a first line of therapy for certain patients with arrhythmias (“Treatment of Atrial Fibrillation With Antiarrhythmic Drugs or Radiofrequency Ablation,” *Circulation: Arrhythmia and Electrophysiology* (2009) 2: 349-361).

Our overall goal is to establish our proprietary technology as a new platform that will have the following advantages over the electrophysiology recording systems currently available on the market:

- Higher quality cardiac signal acquisition for accurate and more efficient electrophysiology studies;
- Precise, uninterrupted, real time evaluations of electrograms;
- Reliable cardiac recordings to better determine precise ablation targets, strategy and end point of procedures; and
- A portable device that can be fully integrated into existing electrophysiology lab environments.

If we are able to develop our product as designed, we believe that the PURE EP System and its signal processing tools will contribute to an increase in the number of procedures performed in each electrophysiology lab and possibly improved patient outcomes.

Our significant scientific achievements to date include:

- Initial system concept validation has been performed in collaboration with physicians at the Texas Cardiac Arrhythmia Institute at St. David’s Medical Center in Austin, Texas in June 2011. The Texas Cardiac Arrhythmia Institute provided challenging recordings obtained with electrophysiology recording systems presently in use at the institute during various electrophysiology studies. Our technology team successfully imported the data into the PURE EP System software and using proprietary signal processing, the PURE EP System software was able to reduce baseline wander, noise, and artifacts from the data and therefore provide better diagnostic quality signals.
- We have established clinical and/or advisory relationships for both technology development and validation studies with physicians and researchers affiliated with the following medical centers: Texas Cardiac Arrhythmia Institute, Austin, TX; Cardiac Arrhythmia Center at the University of California at Los Angeles, Los Angeles, CA; Mount Sinai Medical Center, New York, NY; Beaumont Medical Center, Detroit, MI; University Hospitals Case Medical Center, Cleveland, OH; The Heart Rhythm Institute, University of Oklahoma Health Sciences Center, Oklahoma City, OK; and Mayo Clinic, Rochester, MN.
- The Cardiac Arrhythmia Center at the University of California at Los Angeles and Dr. Kalyanam Shivkumar, a former member of our board of directors, have played a significant role in the initial functional testing of our hardware. Dr. Shivkumar and his team have enabled us to learn the connectivity of the lab and its devices that pertain to where our PURE EP System will fit in. In June 2013, we commenced our first proof of concept pre-clinical study with the assistance of Dr. Shivkumar in order to further test the components of the PURE EP System hardware, as further explained below.

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- We are developing signal processing tools within the PURE EP System that will assist electrophysiologists in further differentiating true signals from noise, which may potentially provide guidance in identifying ablation targets. The signal processing tools are expected to be an integral part of the software of the PURE EP System, which we believe will significantly facilitate the locating of ablation targets.
- In the second and third quarters of 2013, we performed and finalized testing of our proof of concept unit by initially using an electrocardiogram/intracardiac simulator at our lab, and subsequently by obtaining pre-clinical recordings from the lab at the University of California at Los Angeles. As part of the testing, we simultaneously recorded electrocardiogram and intracardiac signals on our proof of concept unit and GE's CardioLab recording system. An identical signal was applied to the input of both systems and the monitor of our proof of concept unit was positioned next to the monitor of GE's CardioLab recording system to allow for visual comparison. We believe that our proof of concept unit performed well as compared to GE's CardioLab recording system, in that the electrocardiogram and intracardiac signals displayed on our proof of concept unit showed less baseline wander, noise and artifacts compared to signals displayed on GE's CardioLab recording system. However, because this was a proof of concept test, without any clearly established protocols, we cannot present this data for publication and we do not have any independent verification or peer review of these findings.
- In the third quarter of 2013, we analyzed the results of our proof of concept unit to determine the final design of the PURE EP System prototype, which has since been completed.
- In September 2014, we performed additional tests on the PURE EP System prototype at the University of California at Los Angeles.
- In the fourth quarter of 2014, we appointed Dr. Samuel J. Asirvatham from the Mayo Clinic as a member of our Scientific Advisory Board and initiated plans for pre-clinical studies at the Mayo Clinic.
- In the first quarter of 2015, we appointed Dr. K. L. Venkatachalam from the Mayo Clinic as a member of our Scientific Advisory Board. On March 31, 2015 Drs. Asirvatham and Venkatachalam performed our first pre-clinical study at the Mayo Clinic in Rochester, MN.
- On June 10, 2015, Dr. Asirvatham performed our second pre-clinical study at the Mayo Clinic in Rochester, Minnesota.
- On November 17, 2015, Dr. Asirvatham performed our third pre-clinical study at the Mayo Clinic in Rochester, Minnesota.
- On February 22, 2016, we signed an agreement to initiate development of its PURE EP System with Minnetronix and are taking steps toward its 510(k) submission.
- On March 28, 2016, we announced an Advanced Research Program with Dr. Asirvatham at the Mayo Clinic beginning June 2016.
- On June 2, 2016, Dr. Asirvatham performed our fourth pre-clinical study at the Mayo Clinic in Rochester, Minnesota which launched the Advanced Research Program.
- On June 23, 2016, Dr. Vivek Reddy performed an initial pre-clinical study at The Mount Sinai Hospital in New York, New York.

We conducted our first, second, and third pre-clinical studies on March 31, 2015, June 10, 2015 and November 17, 2015 respectively, and conducted our fourth pre-clinical study on June 2, 2016, which began an advanced research program at the Mayo Clinic in Rochester, Minnesota with the PURE EP System prototype. Additionally, we conducted an initial pre-clinical study at The Mount Sinai Hospital in New York, New York on June 23, 2016. We also intend to conduct a pre-clinical study at the Cardiac Arrhythmia Center at the University of California at Los Angeles with emphasis on the ventricular tachycardia (VT) model. We intend to conduct further pre-clinical studies, end-user preference studies, and research studies. The main objective of these studies is to demonstrate the clinical potential of the PURE EP System. We have initiated technology development with Minnetronix, a medical technology and innovation company, and are implementing steps for obtaining 510(k) approval from the U.S. Food and Drug Administration for the PURE EP System.

We believe that by the first half of 2017, we will have obtained 510(k) marketing clearance from the FDA and will be able to commence marketing and commercialization of the PURE EP System. Our ability to achieve the aforementioned milestones will be principally determined by our ability to obtain necessary financing and regulatory approvals, among other factors.

Because we are a development stage company, with our initial product under development, we currently do not have any customers. We anticipate that our initial customers will be hospitals and other health care facilities that operate electrophysiology labs.

Results of Operations

We anticipate that our results of operations will fluctuate for the foreseeable future due to several factors, such as the progress of our research and development efforts and the timing and outcome of regulatory submissions. Due to these uncertainties, accurate predictions of future operations are difficult or impossible to make.

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Revenues and Cost of Goods Sold. We had no revenues or cost of goods sold during the three months ended September 30, 2016 and 2015.

Research and Development Expenses. Research and development expenses for the three months ended September 30, 2016 were \$560,514, an increase of \$206,043, or 58.1%, from \$354,471 for the three months ended September 30, 2015. We increased our activity level, personnel and consulting expenses as compared to three months ended September 30, 2015.

General and Administrative Expenses. General and administrative expenses for the three months ended September 30, 2016 were \$991,852, a decrease of \$1,125,158, or 53.1%, from \$2,117,010 incurred in the three months ended September 30, 2015. This decrease is primarily due to a decrease in stock based compensation issued to employees and consultants in the current period as compared to the same period in the prior year and less service provider fees paid.

Payroll related expenses increased to \$292,275 in the current period from \$178,212 for the three months ended September 30, 2015, an increase of \$114,063. The increase was due to pay increases and added personnel in the current period. We incurred \$223,986 in stock based compensation in connection with the vesting of stock and stock options issued to board members, officers, employees and consultants for the three months ended September 30, 2016 as compared to \$1,416,737 in stock based compensation for the same period in 2015.

Professional services for the three months ended September 30, 2016 totaled \$49,176, a decrease of \$3,125, or 6.0%, over the \$52,301 recognized for the three months ended September 30, 2015. Of professional services, legal fees totaled \$36,173 for the three months ended September 30, 2016, a decrease of \$10,128, or 21.9%, from \$46,301 incurred for the three months ended September 30, 2015. Accounting fees incurred in the three months ended September 30, 2016 amounted to \$13,000, an increase of \$7,000, or 116.7%, from \$6,000 incurred in same period last year. The increase in accounting fees were primarily due to registration statement filings in the current period.

Consulting, public and investor relations fees for the three months ended September 30, 2016 were \$226,065 as compared to \$316,148 incurred for the three months ended September 30, 2015. The decrease in consulting and investor relations fees during the three months ended September 30, 2016 relate to our continued efforts to develop our recognition throughout the medical industry.

Travel, meals and entertainment costs for the three months ended September 30, 2016 were \$48,600, a decrease of \$24,930, or 33.9%, from \$73,530 incurred in the three months ended September 30, 2015. Travel, meals and entertainment costs include travel related to business development and financing. Rent for the three months ended September 30, 2016 totaled \$32,478, a decrease of \$50,075 or 60.7%, from \$82,553 incurred in three months ended September 30, 2015. During the three months ended September 30, 2015, we incurred additional rent due to providing temporary housing for summer interns as compared to \$-0- for the current period.

Depreciation Expense. Depreciation expense for the three months ended September 30, 2016 totaled \$2,570 a decrease of \$37, or 1.4%, over the expense of \$2,607 incurred in the three months ended September 30, 2015, as a result of the aging of office computers and other equipment.

Gain on change in fair values of derivatives. Beginning in March 2015, we are required to estimate the fair value of the embedded beneficial conversion features of our issued Series C Preferred Stock and certain warrants with reset (anti-dilution) provisions. During the three months ended September 30, 2016, we incurred a gain on change in fair values of these derivatives of \$17,771 as compared to a gain of \$2,851,755 for the same period during the prior year.

Preferred Stock Dividend. Preferred stock dividend for the three months ended September 30, 2016 totaled \$24,726, a decrease of \$28,322, or 53.4% from \$53,048 incurred during the three months ended September 30, 2015. Preferred stock dividends are primarily related to the issuance of our Series C Preferred Stock from 2013 through 2015. The reduction in 2016 as compared to 2015 is the result of conversions of the Series C Preferred Stock.

Net(Loss) Income. As a result of the foregoing, net loss for the three months ended September 30, 2016 was \$1,561,891 compared to a net income of \$324,619 for the three months ended September 30, 2015.

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Revenues and Cost of Goods Sold. We had no revenues or cost of goods sold during the nine months ended September 30, 2016 and 2015.

Research and Development Expenses. Research and development expenses for the nine months ended September 30, 2016 were \$2,139,671, an increase of \$993,558, or 86.7%, from \$1,146,113 for the nine months ended September 30, 2015. This increase is primarily stock based compensation during the nine months ended September 30, 2016 of \$735,782 as compared to \$214,753 for same period, last year. In addition, we increased our activity level, personnel and consulting expenses as compared to nine months ended September 30, 2015.

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General and Administrative Expenses. General and administrative expenses for the nine months ended September 30, 2016 were \$7,257,852, a decrease of \$1,544,026, or 17.6%, from \$8,801,878 incurred in the nine months ended September 30, 2015. This decrease is primarily due to less stock based compensation issued to employees and consultants in the current period as compared to the same period in the prior year.

Payroll related expenses increased to \$894,995 in the current period from \$827,470 for the nine months ended September 30, 2015, an increase of \$67,525. The increase was due to added personnel and increases in pay in the current period. We incurred \$4,717,458 in equity based compensation in connection with the vesting of stock and stock options issued to board members, officers, employees and consultants for the nine months ended September 30, 2016 as compared to \$6,692,670 in stock based compensation for the same period in 2015.

Professional services for the nine months ended September 30, 2016 totaled \$260,990, a decrease of \$48,875, or 15.8%, over the \$309,865 recognized for the nine months ended September 30, 2015. Of professional services, legal fees totaled \$193,490 for the nine months ended September 30, 2016, a decrease of \$46,375, or 19.3%, from \$239,865 incurred for the nine months ended September 30, 2015. Accounting fees incurred in the nine months ended September 30, 2016 amounted to \$67,500, a decrease of \$2,500, or 3.6%, from \$70,000 incurred in same period last year.

Consulting, public and investor relations fees for the nine months ended September 30, 2016 were \$971,932 as compared to \$628,550 incurred for the nine months ended September 30, 2015. The increase in consulting and investor relations fees during the nine months ended September 30, 2016 relate to our efforts to develop our recognition throughout the medical industry.

Travel, meals and entertainment costs for the nine months ended September 30, 2016 were \$195,878, a decrease of \$42,398, or 17.8%, from \$238,276 incurred in the nine months ended September 30, 2015. Travel, meals and entertainment costs include travel related to business development and financing. Rent for the nine months ended September 30, 2016 totaled \$96,513, a decrease of \$37,399 or 27.9%, from \$133,912 incurred in nine months ended September 30, 2015, primarily due to prior year housing of temporary interns, net with expansion to our corporate office in Minnesota.

Depreciation Expense. Depreciation expense for the nine months ended September 30, 2016 totaled \$7,811, a decrease of \$137, or 1.7%, over the expense of \$7,948 incurred in the nine months ended September 30, 2015, as a result of the aging of our office computers and other equipment.

Loss (gain) on change in fair values of derivatives. Beginning in March 2015, we are required to estimate the fair value of the embedded beneficial conversion features of our issued Series C Preferred Stock and certain warrants with reset (anti-dilution) provisions. During the nine months ended September 30, 2016, we incurred a loss on change in fair values of these derivatives of \$807,087 as compared to a gain of \$3,050,318 for the same period during the prior year.

Interest Income (expense). Interest income (expense) for the nine months ended September 30, 2016 totaled \$1, an increase of \$1,299 from interest expense of \$1,298 incurred during the same period last year. In the nine months ended September 30, 2015, our interest income was primarily related to our bank money market account and interest costs were primarily related to credit card financing charges.

Financing Costs. Financing costs for the nine months ended September 30, 2015 totaled \$529,704 as compared to \$-0- the current period. Financing costs were primarily related to the beneficial conversion feature in our Series C Preferred Stock. During 2015, upon issuance of additional Series C Preferred Stock and associated warrants, we incurred additional financing costs related to the conversion features.

Preferred Stock Dividend. Preferred stock dividend for the nine months ended September 30, 2016 totaled \$85,467, a decrease of \$159,049, or 65.0% from \$244,516 incurred during the nine months ended September 30, 2015. Preferred stock dividends are primarily related to the issuance of our Series C Preferred Stock from 2013 through 2015. The reduction in 2016 as compared to 2015 is the result of conversions of the Series C Preferred Stock.

Net Loss. As a result of the foregoing, net loss for the nine months ended September 30, 2016 was \$10,297,887 compared to a net income of \$7,681,139 for the nine months ended September 30, 2015.

Liquidity and Capital Resources

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

As of September 30, 2016, we had a working capital deficit (current liabilities in excess of current assets) of \$3,098,462, comprised of cash of \$150,454 and prepaid expenses of \$134,530, which was offset by \$426,497 of accounts payable and accrued expenses, accrued dividends on preferred stock issuances of \$341,403 and an aggregate of \$2,615,546 of warrant and derivative liabilities. Excluding the warrant and derivative liabilities, the Company's working capital deficit would have been \$482,916. For the nine months ended September 30, 2016, we used \$3,844,553 of cash in operating activities and \$12,095 of cash in investing activities. Cash provided by financing activities totaled \$3,053,868, comprised of proceeds from the sale of our common stock. In the comparable period in 2015, our aggregate cash provided by financing activities totaled \$3,538,094 comprised of \$3,042,213 raised through the sale of our common stock, \$450,000 from the sale of our Series C Preferred stock and \$45,881 received from the exercise of common stock options and warrants. At September 30, 2016, we had cash of \$150,454 compared to \$953,234 at December 31, 2015. Our cash is held in bank deposit accounts. At September 30, 2016 and December 31, 2015, we had no convertible debentures outstanding.

Cash used in operations for the nine months ended September 30, 2016 and 2015 was \$3,844,553 and \$3,431,733, respectively, which represent cash outlays for research and development and general and administrative expenses in such periods. The increase in cash outlays principally resulted from additional in operating costs and general and administrative expenses net with an increase of our outstanding accounts payable by \$202,534.

We used \$12,095 cash for investing activities for the nine months ended September 30, 2016, compared to \$11,583 for the nine months ended September 30, 2015. During the nine months ended September 30, 2016 and 2015, we purchased office furniture and computer equipment of \$12,095 and \$8,971, respectively. Additionally, in 2015, we paid a long term deposit of \$2,612 for our corporate facility in Minneapolis.

In their report dated March 14, 2016, our independent registered public accounting firm stated at December 31, 2015, there is substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is an issue raised due to our net losses and negative cash flows from operations since inception and our expectation that these conditions will continue for the foreseeable future. In addition, we will require additional financing to fund future operations.

Further, we do not have any commercial products available for sale and have not generated revenues to date, and there is no assurance that, if approval of our products is received, we will be able to generate cash flow to fund operations. In addition, there can be no assurance that our research and development will be successfully completed or that any product will be approved or commercially viable. Our ability to continue as a going concern is subject to our ability to obtain necessary funding from outside sources, including obtaining additional funding from the sale of our securities, obtaining loans from various financial institutions or being awarded grants from government agencies, where possible. Our continued net operating losses increase the difficulty in meeting such goals and there can be no assurances that such methods will prove successful.

We expect to incur losses from operations for the near future. We expect to incur increasing research and development expenses, including expenses related to clinical trials. We expect that our general and administrative expenses will increase in the future as we expand our business development, add infrastructure and incur additional costs related to being a public company, including incremental audit fees, investor relations programs and increased professional services.

Our future capital requirements will depend on a number of factors, including the progress of our research and development of product candidates, the timing and outcome of regulatory approvals, the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims and other intellectual property rights, the status of competitive products, the availability of financing and our success in developing markets for our product candidates. We believe our existing cash will not be sufficient to fund our operating expenses and capital equipment requirements. We anticipate we will need approximately \$2 million in addition to our current cash on hand to fund our operating expenses and capital equipment requirements for the next 12 months.

We will have to raise additional funds to continue our operations and, while we have been successful in doing so in the past, there can be no assurance that we will be able to do so in the future. Our continuation as a going concern is dependent upon our ability to obtain necessary additional funds to continue operations and the attainment of profitable operations.

Future financing may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses or experience unexpected cash requirements that would force us to seek alternative financing. Furthermore, if we issue additional equity or debt securities, existing holders of our securities may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our securities.

If additional financing is not available or is not available on acceptable terms, we may be required to delay, reduce the scope of or eliminate our research and development programs, reduce our commercialization efforts or obtain funds through arrangements with collaborative partners or others that may require us to relinquish rights to certain product candidates that we might otherwise seek to develop or commercialize independently.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Transactions with Related Parties

The Company's President and shareholders have advanced funds to the Company for working capital purposes since the Company's inception in February 2009. No formal repayment terms or arrangements exist and the Company is not accruing interest on these advances. The net amount of outstanding advances at September 30, 2016 and December 31, 2015 was \$-0-.

At September 30, 2016 and December 31, 2015, the Company had reimbursable travel and other related expenses due related parties of \$8,703 and \$12,716, respectively.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Research and Development.

We account for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development (“ASC 730-10”). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred.

Stock Based Compensation.

All stock-based payments to employees and to nonemployee directors for their services as directors consisted of grants of restricted stock and stock options, which are measured at fair value on the grant date and recognized in the statements of operations as compensation expense over the relevant vesting period. Restricted stock payments and stock-based payments to nonemployees are recognized as an expense over the period of performance.

Such payments are measured at fair value at the earlier of the date a performance commitment is reached or the date performance is completed. In addition, for awards that vest immediately and are non-forfeitable, the measurement date is the date the award is issued.

On October 29, 2014, our common stock commenced trading on OTCQB under the symbol “BSGM.” Fair value is typically determined by the closing price of our common stock on the date of the award.

Income Taxes.

Deferred income tax assets and liabilities are determined based on the estimated future tax effects of net operating loss and credit carryforwards and temporary differences between the tax basis of assets and liabilities and their respective financial reporting amounts measured at the current enacted tax rates. We record an estimated valuation allowance on our deferred income tax assets if it is not more likely than not that these deferred income tax assets will be realized. We recognize a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Derivative and Warrant Liabilities.

We account for derivative instruments in accordance with ASC 815, which establishes accounting and reporting standards for derivative instruments and hedging activities, including certain derivative instruments embedded in other financial instruments or contracts and requires recognition of all derivatives on the balance sheet at fair value, regardless of hedging relationship designation. Accounting for changes in fair value of the derivative instruments depends on whether the derivatives qualify as hedge relationships and the types of relationships designated are based on the exposures hedged. At September 30, 2016 and December 31, 2015, we did not have any derivative instruments that were designated as hedges.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required under Regulation S-K for “smaller reporting companies.”

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2016, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

Not required under Regulation S-K for “smaller reporting companies.”

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On September 1, 2016, we consummated one closing under the Unit Purchase Agreement, dated May 16, 2016, by and among certain accredited investors (as defined by Rule 501 under the Securities Act of 1933, as amended), pursuant to which we issued 305,026 shares of our common stock and 152,513 warrants to purchase one share of our common stock, exercisable at a price of \$1.95 per share and expiring August 30, 2019, in exchange for aggregate consideration of \$431,549, net of \$25,990 in expenses. The securities sold in this offering were not registered under the Securities Act of 1933, as amended, or the securities laws of any state, and were offered and sold in reliance on the exemption from registration under the Securities Act of 1933, as amended, provided by Section 4(2) and Regulation D (Rule 506) under the Securities Act of 1933, as amended.

On September 19, 2016, we consummated one closing under the Unit Purchase Agreement, dated May 16, 2016, by and among certain accredited investors (as defined by Rule 501 under the Securities Act of 1933, as amended), pursuant to which we issued 70,000 shares of our common stock and 35,000 warrants to purchase one share of our common stock, exercisable at a price of \$1.95 per share and expiring September 19, 2019, in exchange for aggregate consideration of \$98,533, net of \$6,467 in expenses. The securities sold in this offering were not registered under the Securities Act of 1933, as amended, or the securities laws of any state, and were offered and sold in reliance on the exemption from registration under the Securities Act of 1933, as amended, provided by Section 4(2) and Regulation D (Rule 506) under the Securities Act of 1933, as amended.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.01	<u>Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.02	<u>Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.01	<u>Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101 INS	XBRL Instance Document
101 SCH	XBRL Taxonomy Extension Schema Document
101 CAL	XBRL Taxonomy Calculation Linkbase Document
101 DEF	XBRL Taxonomy Extension Definition Linkbase Document
101 LAB	XBRL Taxonomy Labels Linkbase Document
101 PRE	XBRL Taxonomy Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BIOSIG TECHNOLOGIES, INC.

Date: November 14, 2016

By: /s/ GREGORY D. CASH
Gregory D. Cash
Chief Executive Officer (Principal Executive Officer)

Date: November 14, 2016

By: /s/ STEVEN CHAUSSY
Steven Chaussy
Chief Financial Officer (Principal Financial Officer
and Principal Accounting Officer)

CERTIFICATION

I, Gregory D. Cash, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioSig Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 14, 2016

/s/ GREGORY D. CASH

Gregory D. Cash

Chief Executive Officer

CERTIFICATION

I, Steven Chaussy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioSig Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 14, 2016

/s/ STEVEN CHAUSSY

Steven Chaussy
Chief Financial Officer

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gregory D. Cash, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioSig Technologies, Inc. on Form 10-Q for the fiscal quarter ended September 30, 2016 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioSig Technologies, Inc.

Date: November 14, 2016

By: /s/ GREGORY D. CASH
Name: Gregory D. Cash
Title: *Chief Executive Officer*

I, Steven Chaussy, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioSig Technologies, Inc. on Form 10-Q for the fiscal quarter ended September 30, 2016 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioSig Technologies, Inc.

Date: November 14, 2016

By: /s/ STEVEN CHAUSSY
Name: Steven Chaussy
Title: *Chief Financial Officer*