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, 2018

☐ **TRANSITION REPORT UNDER 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	**26-4333375**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

12424 Wilshire Blvd, Suite 745
Los Angeles, CA 90025
(Address of principal executive offices) (zip code)

(512) 329-2643
(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, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒
Emerging growth company	☒		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 2, 2018, there were 16,663,978 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, 2018 (unaudited)	December 31, 2017
ASSETS		
Current assets:		
Cash	$ 7,279,520	$ 1,547,579
Prepaid expenses	146,287	116,938
Total current assets	7,425,807	1,664,517
Property and equipment, net	31,584	18,716
Other assets:		
Patents, net	227,846	-
Trademarks	850	-
Deposits	61,703	17,084
Total assets	$ 7,747,790	$ 1,700,317
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses, including $8,924 and $27,375 to related parties as of September 30, 2018 and December 31, 2017, respectively	$ 463,719	$ 473,098
Dividends payable	256,642	447,901
Warrant liability	-	2,358,240
Derivative liability	-	685,922
Total current liabilities	720,361	3,965,161
Series C Preferred Stock, 475 and 985 shares issued and outstanding; liquidation preference of $475,000 and $985,000 as of September 30, 2018 and December 31, 2017, respectively	475,000	985,000
Stockholders' equity (deficit)		
Preferred stock, $0.001 par value, authorized 1,000,000 shares, designated 200 shares of Series A, 600 shares of Series B, 4,200 shares of Series C, 1,400 shares of Series D, 1,000 shares of Series E Preferred Stock		
Series D Preferred Stock, $0.001 par value, 0 and 1,334 shares issued and outstanding; liquidation preference of $0 and $2,001,000 as of September 30, 2018 and December 31, 2017, respectively	-	1
Series E Preferred Stock, $0.001 par value, 375 and 0 shares issued and outstanding; liquidation preference of $562,500 and $0 as of September 30, 2018 and December 31, 2017, respectively	-	-
Common stock, $0.001 par value, authorized 200,000,000 shares, 16,337,936 and 11,728,482 issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	16,338	11,728
Additional paid in capital	71,571,401	53,233,228
Common stock subscription	-	29,985
Accumulated deficit	(65,035,310)	(56,524,786)
Total stockholders' equity (deficit)	6,552,429	(3,249,844)
Total liabilities and stockholders' equity (deficit)	$ 7,747,790	$ 1,700,317

See the accompanying notes to the unaudited condensed financial statements

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

	Three months ended September 30,		Nine months ended September 30,	
	2018	**2017**	**2018**	**2017**
Operating expenses:				
Research and development	$ 744,173	$ 1,124,506	$ 3,056,101	$ 3,802,149
General and administrative	2,405,722	786,948	8,492,070	4,020,625
Depreciation	2,977	2,834	8,806	8,900
Total operating expenses	3,152,872	1,914,288	11,556,977	7,831,674
Loss from operations	(3,152,872)	(1,914,288)	(11,556,977)	(7,831,674)
Other income (expense):				
Gain (loss) on change in fair value of derivatives	-	113,724	-	(320,131)
Interest income	1,943	15	2,291	69
Loss before income taxes	(3,150,929)	(1,800,549)	(11,554,686)	(8,151,736)
Income taxes (benefit)	-	-	-	-
Net loss	(3,150,929)	(1,800,549)	(11,554,686)	(8,151,736)
Preferred stock dividend	(194,433)	(22,307)	(780,346)	(68,915)
NET LOSS AVAILABLE TO COMMON STOCKHOLDERS	$ (3,345,362)	$ (1,822,856)	$ (12,335,032)	$ (8,220,651)
Net loss per common share, basic and diluted	$ (0.22)	$ (0.17)	$ (0.89)	$ (0.83)
Weighted average number of common shares outstanding, basic and diluted	15,529,568	10,428,563	13,784,553	9,905,060

See the accompanying notes to the unaudited condensed financial statements

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BIOSIG TECHNOLOGIES, INC.
CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
NINE MONTHS ENDED SEPTEMBER 30, 2018

	Series D Preferred stock		Series E Preferred stock		Common stock		Additional Paid in	Common stock	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Subscription	Deficit	Total
Balance, December 31, 2017	1,334	$ 1	-	$ -	11,728,482	$ 11,728	$53,233,228	$ 29,985	$ (56,524,786)	$ (3,249,844)
Reclassify fair value of derivative and warrant liabilities to equity upon adoption of ASU 2017-11	-	-	-	-	-	-	-	-	3,044,162	3,044,162
Common stock issued for services	-	-	-	-	620,400	621	2,768,179	-	-	2,768,800
Sale of common stock	-	-	-	-	2,123,078	2,123	9,167,583	(29,985)	-	9,139,721
Sale of Series E Preferred stock	-	-	1,000	1	-	-	1,492,968	-	-	1,492,969
Common stock issued upon exercise of warrants at $3.81 per share	-	-	-	-	530,780	531	2,019,811	-	-	2,020,342
Common stock issued upon exercise of options at $4.40 per share	-	-	-	-	140,001	140	615,460	-	-	615,600
Common stock issued upon cashless exercise of warrants	-	-	-	-	18,872	19	(19)	-	-	-
Common stock issued upon conversion of Series C Preferred Stock at $3.75 per share	-	-	-	-	136,002	136	509,864	-	-	510,000
Common stock issued settlement of Series C Preferred Stock accrued dividends at $4.19 per share	-	-	-	-	56,000	56	234,403	-	-	234,459
Common stock issued upon conversion of Series D Preferred										

Stock at $3.75 per share	(1,334)	(1)	-	-	533,600	534	(533)	-	-	-
Common stock issued settlement of Series D Preferred Stock accrued dividends at $3.41 per share	-	-	-	-	158,365	158	540,113	-	-	540,271
Common stock issued upon conversion of Series E Preferred Stock at $3.75 per share			(625)	(1)	250,000	250	(249)	-	-	-
Common stock issued settlement of Series E Preferred Stock accrued dividends at $4.65 per share					42,356	42	196,833			196,875
Stock based compensation	-	-	-	-	-	-	1,574,106	-	-	1,574,106
Preferred stock dividend	-	-	-	-	-	-	(780,346)	-	-	(780,346)
Net loss	-	-	-	-	-	-	-	-	(11,554,686)	(11,554,686)
Balance, September 30, 2018 *(unaudited)*	-	$ -	375	$ -	16,337,936	$ 16,338	$71,571,401	$ -	$ (65,035,310)	$ 6,552,429

See the accompanying notes to the unaudited condensed financial statements

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

	Nine months ended September 30, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (11,554,686)	$ (8,151,736)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization	8,806	8,900
Equipment distribution as officer compensation		3,210
Change in derivative liabilities	-	320,131
Equity based compensation	4,342,906	1,139,481
Fair value of issued warrant to acquire research and development	-	543,927
Changes in operating assets and liabilities:		
Prepaid expenses	(29,349)	(16,219)
Security deposit	(44,619)	8,139
Accounts payable and accrued expenses	(10,783)	930,110
Deferred rent payable	1,404	(1,609)
Net cash used in operating activities	(7,286,321)	(5,215,666)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments of patent costs	(227,846)	-
Payment of trademark costs	(850)	-
Purchase of property and equipment	(21,674)	(6,788)
Net cash used in investing activity	(250,370)	(6,788)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock	9,139,721	4,120,904
Proceeds from sale of Series E preferred stock	1,492,969	-
Proceeds from exercise of warrants	2,020,342	-
Proceeds from exercise of options	615,600	-
Proceeds from common stock subscription	-	279,940
Net cash provided by financing activities	13,268,632	4,400,844
Net increase (decrease) in cash and cash equivalents	5,731,941	(821,610)
Cash and cash equivalents, beginning of the period	1,547,579	1,055,895
Cash and cash equivalents, end of the period	$ 7,279,520	$ 234,285
Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -
Non cash investing and financing activities:		
Common stock issued upon conversion of Series C Preferred Stock and accrued dividends	$ 744,459	$ 116,868
Reclassify fair value of derivative liability to equity	$ -	$ 20,757
Common stock issued upon conversion of Series D Preferred Stock and accrued dividends	$ 540,271	$ -
Common stock issued upon conversion of Series E Preferred Stock and accrued dividends	$ 196,875	$ -
Reclassify fair value of derivative and warrant liabilities to equity upon adoption of ASU 2017-11	$ 3,044,162	$ -

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(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, 2017 has been derived from audited financial statements.

Operating results for the three and nine months ended September 30, 2018 are not necessarily indicative of results that may be expected for the year ending December 31, 2018. These condensed financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2017 filed with the Company's Form 10-K/A with the Securities and Exchange Commission on March 26, 2018.

Effective September 10, 2018, the Company amended its Articles of Incorporation to implement a reverse stock split in the ratio of 1 share for every 2.5 shares of common stock. As a result, 40,333,758 shares of the Company's common stock were exchanged for 16,133,544 shares of the Company's common stock. These financial statements have been retroactively restated to reflect the reverse stock split. (See Note 8)

NOTE 2 – GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

As of September 30, 2018, the Company had cash of $7,279,520 and working capital of $6,705,446. The Company raised approximately $1,500,000 through the sale of Series E preferred stock and warrants, $9,100,000 through the sale of common stock and warrants and $2,600,000 from the exercise of previously issued options and warrants during the nine months ended September 30, 2018 and approximately $197,000 subsequent to September 30, 2018 (See Note 13). During the nine months ended September 30, 2018, the Company used net cash in operating activities of $7,286,321. 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 8 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 will require additional financing to fund future operations. Further, the Company does not have any commercial products available for sale and there is no assurance 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 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, 2018
(unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles 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 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, 2018 and December 31, 2017, the Company did not have any derivative instruments that were designated as hedges.

At September 30, 2018 and December 31, 2017, 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 developments 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 $744,173 and $3,056,101 for the three and nine months ended September 30, 2018; and $1,124,506 and $3,802,149 for the three and nine months ended September 30, 2017, respectively.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(unaudited)

Net Income (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 loss per share as of September 30, 2018 and 2017 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.

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

	September 30, 2018	September 30, 2017
Series C convertible preferred stock	126,667	262,667
Series E convertible preferred stock	150,000	-
Options to purchase common stock	3,358,130	2,731,769
Warrants to purchase common stock	5,070,018	4,552,233
Totals	8,704,815	7,546,669

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, 2018, the Company had 3,358,130 options outstanding to purchase shares of common stock, of which 3,069,996 were vested.

As of December 31, 2017, there were outstanding stock options to purchase 3,404,131 shares of common stock, 2,938,995 shares of which 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.

Deferred taxes are classified as non-current.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(unaudited)

Patents, net

The Company capitalizes certain initial asset costs in connection with patent applications including registration, documentation and other professional fees associated with the application. Patent costs incurred prior to the Company's U.S. Food and Drug Administration ("FDA") 510 (k) application on March 28, 2018 were charged to research and development expense as incurred. Commencing upon patent approval, capitalized costs will be amortized to expense using the straight-line method over the lesser of the legal patent term or the estimated life of the product.

Registration Rights

On February 16, 2018, in connection with the Company's private placement of Series E Preferred Stock and warrants, the Company also entered into a registration rights agreement (the "Registration Rights Agreement") whereby the Company agreed to file a registration statement with the Securities and Exchange Commission (the "SEC") within 90 days of the closing of the transactions contemplated by the Purchase Agreement (the "Filing Date") covering the resale of (a) all shares of Common Stock Issuable upon conversion of the Preferred Shares, (b) all shares of Common Stock issuable upon exercise of the Warrants, (c) all other shares of Common Stock issued pursuant to any transaction documents which have been, or which may, from time to time be issued or become issuable to the Investors under the Transaction Documents (without regard to any limitation or restriction on purchases), and (d) any securities issued or then issuable upon any stock split, dividend or other distribution, recapitalization or similar event ("Registrable Securities"), not then registered. The Company will use its reasonable best efforts to keep the registrations statement effective pursuant to Rule 415 under the Securities Act until the earlier of (i) the date on which the Investors shall have sold all the Registrable Securities covered thereby and (ii) that date that all Registrable Securities may be sold pursuant to Rule 144 without any public information requirement or volume or manner of sale limitations. The Company has estimated the liability under the registration rights agreement at $-0- as of September 30, 2018.

Adoption of Accounting Standards

In July 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-11, Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivatives and Hedging (Topic 815). The amendments in Part I of this Update change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features.

When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. The amendments also clarify existing disclosure requirements for equity-classified instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. For freestanding equity classified financial instruments, the amendments require entities that present earnings per share (EPS) in accordance with Topic 260 to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS. Convertible instruments with embedded conversion options that have down round features are now subject to the specialized guidance for contingent beneficial conversion features (in Subtopic 470-20, Debt—Debt with Conversion and Other Options), including related EPS guidance (in Topic 260). The amendments in Part II of this Update recharacterize the indefinite deferral of certain provisions of Topic 480 that now are presented as pending content in the Codification, to a scope exception.

Those amendments do not have an accounting effect. For public business entities, the amendments in Part I of this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted for all entities, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(unaudited)

On January 1, 2018, the Company adopted ASU 2017-11 and accordingly reclassified the fair value of the reset provisions embedded in previously issued Series C Preferred stock, Series D Preferred stock and certain warrants with embedded anti-dilutive provisions from liability to equity in aggregate of $3,044,162.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2014-09 "Revenue from Contracts with Customers" to supersede previous revenue recognition guidance under current U.S. GAAP. The guidance presents a single five-step model for comprehensive revenue recognition that requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Two options are available for implementation of the standard which is either the retrospective approach or cumulative effect adjustment approach. The guidance becomes effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, with early adoption permitted. The Company adopted ASU 2014-09 using the modified retrospective transition method in the first quarter of 2018.

In February 2016, the FASB issued ASU 2016-02—Leases (Topic 842), requiring lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases except for short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. The effective date of the new standard for public companies is for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and requires application of the new guidance at the beginning of the earliest comparative period presented. The Company is evaluating the effect that the updated standard will have on its financial statements and related disclosures.

In August 2016, the FASB issued ASU 2016-15—Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 provides guidance for eight specific cash flow issues with respect to how cash receipts and cash payments are classified in the statements of cash flows, with the objective of reducing diversity in practice. The effective date for ASU 2016-15 is for annual periods beginning after December 15, 2017 and interim periods within those fiscal years. Early adoption is permitted. The Company adopted ASU 2016-15 in the first quarter of 2018 and such adoption did not have a material impact on the Company.

In January 2017, the FASB issued ASU 2017-04, Intangibles – Goodwill and Other (Topic 350). The amendments in this update simplify the test for goodwill impairment by eliminating Step 2 from the impairment test, which required the entity to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities following the procedure that would be required in determining fair value of assets acquired and liabilities assumed in a business combination. The amendments in this update are effective for public companies for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. We are evaluating the impact of adopting this guidance on our financial statements.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805); Clarifying the Definition of a Business. The amendments in this update clarify the definition of a business to help companies evaluate whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The amendments in this update are effective for public companies for annual periods beginning after December 15, 2017, including interim periods within those periods. The Company adopted ASU 2017-01 in the first quarter of 2018 and such adoption did not have a material impact on the Company.

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

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(unaudited)

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 financial statements, except as disclosed.

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment as of September 30, 2018 and December 31, 2017 is summarized as follows:

	September 30, 2018	December 31, 2017
Computer equipment	$ 93,818	$ 87,059
Furniture and fixtures	27,890	12,975
Subtotal	121,708	100,034
Less accumulated depreciation	(90,124)	(81,318)
Property and equipment, net	$ 31,584	$ 18,716

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 $2,977 and $8,806 for the three and nine months ended September 30, 2018; and $2,834 and $8,900 for the three and nine months ended September 30, 2017, respectively.

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses at September 30, 2018 and December 31, 2017 consist of the following:

	September 30, 2018	December 31, 2017
Accrued accounting and legal	$ 62,512	$ 93,595
Accrued reimbursements and travel	22,976	2,600
Accrued consulting	48,748	109,059
Accrued research and development expenses	311,670	246,030
Accrued office and other	2,506	7,912
Deferred rent	1,974	569
Accrued settlement related to arbitration	13,333	13,333
	$ 463,719	$ 473,098

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").

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.

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In connection with the sale of the Series C preferred stock, the Company issued an aggregate of 532,251 warrants to purchase the Company's common stock at $6.53 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 $6.53 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 $6.53 per share to $3.75 per share and increased the aggregate number of shares issuable under the warrants to 926,121.

In February 2018, the Company issued 3,968 shares of its common stock in exchange for 10 shares of the Company's Series C Preferred Stock and accrued dividends.

In March 2018, the Company issued 4,004 shares of its common stock in exchange for 10 shares of the Company's Series C Preferred Stock and accrued dividends.

In April 2018, the Company issued 140,408 shares of its common stock in exchange for 370 shares of the Company's Series C Preferred Stock and accrued dividends.

In May 2018, the Company issued 7,587 shares of its common stock in exchange for 20 shares of the Company's Series C Preferred Stock and accrued dividends.

In July 2018, the Company issued 36,035 shares of its common stock in exchange for 100 shares of the Company's Series C Preferred Stock and accrued dividends.

In summary, the Company issued an aggregate of 192,002 shares of its common stock in exchange for 510 shares of the Company's Series C Preferred stock (stated value of $510,000) and $234,459 accrued dividends for the nine months ended September 30, 2018.

Series C Preferred Stock issued and outstanding totaled 475 and 985 as of September 30, 2018 and December 31, 2017, respectively. As of September 30, 2018 and December 31, 2017, the Company has accrued $232,262 and $419,283 dividends payable on the Series C Preferred Stock.

NOTE 7 – WARRANT AND DERIVATIVE LIABILITIES

Series C 9% Convertible Preferred Stock and related warrants

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%.

Series D Convertible Preferred Stock and related warrants

At issuance, the Company determined that certain anti-dilutive provisions embedded in the Series D Preferred Stock and related warrants (see Note 8) met the defined criteria of a derivative and accordingly, reclassified from equity to liability the determined fair value of the embedded reset provisions of the Series D Preferred Stock and warrants of $397,162 and $652,054, respectively.

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The Company valued the reset provisions of the Series D 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 1.74%, a dividend yield of 0%, and volatility of 130%.

At December 31, 2017, the Company marked to market the fair value of the reset provisions of the Preferred Stock and warrants and determined fair values of $685,922 and $2,358,240, respectively. The fair values of the embedded derivatives were determined using the Multinomial Lattice pricing model and the following assumptions: estimated contractual term of 1.43 to 3.36 years, a risk free interest rate of 1.39% to 1.89%, a dividend yield of 0%, and volatility of 131%.

On January 1, 2018, the Company adopted ASU 2017-11 and according reclassified the fair value of the reset provisions embedded in previously issued Series C Preferred stock, Series D Preferred stock and certain warrants with embedded anti-dilutive provisions from liability to equity in aggregate of $3,044,162.

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, 2018 and December 31, 2017, the Company has authorized 200 shares of Series A preferred stock, 600 shares of Series B preferred stock, 4,200 shares of Series C Preferred Stock, 1,400 shares of Series D Preferred Stock and (2018) 1,000 shares of Series E Preferred Stock. As of September 30, 2018 and December 31, 2017, there were no outstanding shares of Series A and Series B preferred stock.

Series C Preferred Stock

In February 2018, the Company issued 3,938 shares of its common stock in exchange for 10 shares of the Company's Series C Preferred Stock and accrued dividends.

In March 2018, the Company issued 4,004 shares of its common stock in exchange for 10 shares of the Company's Series C Preferred Stock and accrued dividends.

In April 2018, the Company issued 140,408 shares of its common stock in exchange for 370 shares of the Company's Series C Preferred Stock and accrued dividends.

In May 2018, the Company issued 7,587 shares of its common stock in exchange for 20 shares of the Company's Series C Preferred Stock and accrued dividends.

In July 2018, the Company issued 36,035 shares of its common stock in exchange for 100 shares of the Company's Series C Preferred Stock and accrued dividends.

In summary, the Company issued an aggregate of 192,002 shares of its common stock in exchange for 510 shares of the Company's Series C Preferred stock (stated value of $510,000) and $234,459 accrued dividends for the nine months ended September 30, 2018.

Series D Preferred Stock

In January 2018, the Company issued an aggregate of 94,364 shares of its common stock in exchange for 180 shares of the Company's Series D Preferred Stock and accrued dividends.

In February 2018, the Company issued an aggregate of 52,573 shares of its common stock in exchange for 100 shares of the Company's Series D Preferred Stock and accrued dividends.

In March 2018, the Company issued an aggregate of 195,692 shares of its common stock in exchange for 367 shares of the Company's Series D Preferred Stock and accrued dividends.

In April 2018, the Company issued an aggregate of 230,936 shares of its common stock in exchange for 454 shares of the Company's Series D Preferred Stock and accrued dividends.

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In May 2018, the Company issued an aggregate of 104,684 shares of its common stock in exchange for 206 shares of the Company's Series D Preferred Stock and accrued dividends.

In June 2018, the Company issued an aggregate of 13,716 shares of its common stock in exchange for 27 shares of the Company's Series D Preferred Stock and accrued dividends.

In summary, the Company issued an aggregate of 691,965 shares of its common stock in exchange for 1,334 shares of the Company's Series D Preferred stock (stated value of $2,001,000) and $540,271 accrued dividends for the nine months ended September 30, 2018.

Series E Preferred Stock

On February 16, 2018, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with certain institutional accredited investors (the "Investors"), pursuant to which the Company sold to the Investors an aggregate of 1,000 shares (the "Preferred Shares") of its Series E Preferred Stock, par value $0.001 per share, and warrants to purchase an aggregate of 200,000 shares of the Company's common stock, par value $0.001 per share (the "Common Stock"), at an exercise price of $3.75 per share (the "Warrants"), in exchange for aggregate consideration of $1,492,969, net of transaction expenses of $7,031 (the "Transaction").

The Purchase Agreement contains representations and warranties of the Company and the Investors that are typical for transactions of this type. The Purchase Agreement also contains covenants on the part of the Company that are typical for transactions of this type. For a period of twelve months after the closing date of Transaction, the Investors are entitled to a right of first refusal (the "ROFR") with respect to subsequent sales of securities by the Company (other than with respect to issuances of Excluded Securities (as defined in the Purchase Agreement)) Pursuant to the ROFR, each Investor will have the opportunity to elect to purchase its pro rata portion of thirty percent (30%) of any securities being offered by the Company in the subsequent offering.

In connection with the entry into the Purchase Agreement, the Investors and the Company also entered into a registration rights agreement (the "Registration Rights Agreement") whereby the Company agreed to file a registration statement with the Securities and Exchange Commission (the "SEC") within 90 days of the closing of the transactions contemplated by the Purchase Agreement (the "Filing Date") covering the resale of (a) all shares of Common Stock Issuable upon conversion of the Preferred Shares, (b) all shares of Common Stock issuable upon exercise of the Warrants, (c) all other shares of Common Stock issued pursuant to any transaction documents which have been, or which may, from time to time be issued or become issuable to the Investors under the Transaction Documents (without regard to any limitation or restriction on purchases), and (d) any securities issued or then issuable upon any stock split, dividend or other distribution, recapitalization or similar event ("Registrable Securities"), not then registered. The Company will use its reasonable best efforts to keep the registrations statement effective pursuant to Rule 415 under the Securities Act until the earlier of (i) the date on which the Investors shall have sold all the Registrable Securities covered thereby and (ii) that date that all Registrable Securities may be sold pursuant to Rule 144 without any public information requirement or volume or manner of sale limitations.

The Warrants are exercisable immediately and expire on August 16, 2021, and have an exercise price of $4.38 per share. The Warrants include a "full ratchet" anti-dilution adjustment in the event that the Company issues any common stock or common stock equivalent at a per share price lower than the applicable exercise price then in effect.

As a result of sale of the Company's common stock in April 2018, the full-ratchet anti-dilution protection provision of the warrants decreased the exercise price of the warrants from $4.38 per share to $3.75 per share and increased the aggregate number of shares issuable under the warrants from 200,000 to 233,334.

In connection with its entry into the Purchase Agreement, on February 14, 2018, the Company entered into a consent agreement (the "Consent") with the holders of the Company's Series D Convertible Preferred Stock (the "Series D Holders"). Pursuant to the Consent, the Series D Holders consented to the Transaction and are entitled at any time on or before April 17, 2018, to elect to receive the more favorable terms of the Transaction. In consideration for their entry into the Consent, the Company issued to the Series D Holders warrants to purchase up to an aggregate of 40,000 shares of Common Stock (the "Consent Warrants"). The Consent Warrants are exercisable immediately and expire on February 14, 2021, and have an exercise price of $3.75 per share. The Consent Warrants include a "full ratchet" anti-dilution adjustment in the event that the Company issues any common stock or common stock equivalent at a per share price lower than the applicable exercise price then in effect.

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In August 2018, the Company issued an aggregate of 141,852 shares of its common stock in exchange for 307 shares of the Company's Series E Preferred Stock and accrued dividends.

In September 2018, the Company issued an aggregate of 150,504 shares of its common stock in exchange for 318 shares of the Company's Series E Preferred Stock and accrued dividends.

In summary, the Company issued an aggregate of 292,356 shares of its common stock in exchange for 625 shares of the Company's Series D Preferred stock (stated value of $937,500) and $196,875 accrued dividends for the nine months ended September 30, 2018.

Common stock

On September 10, 2018, the Company amended its Articles of Incorporation to implement a reverse stock split in the ratio of 1 share for every 2.5 shares of common stock. No fractional shares were issued from such aggregation of common stock, upon the reverse split; any fractional share was rounded up and converted to the nearest whole share of common stock. As a result, 40,333,758 of the Company's common stock were exchanged for 16,133,544 of the Company's common stock resulting in the transfer of $24,200 from common stock to additional paid in capital. These financial statements have been retroactively restated to reflect the reverse stock split.

The Company is authorized to issue 200,000,000 shares of $0.001 par value common stock. As of September 30, 2018 and December 31, 2017, the Company had 16,337,936 and 11,728,482 shares issued and outstanding, respectively.

During the nine months ended September 30, 2018, the Company issued 620,400 shares of its common stock for services totaling $2,768,800 ($4.46 per share).

During the nine months ended September 30, 2018, the Company entered into securities purchase agreements with investors pursuant to which the Company issued 2,115,078 shares of common stock and 1,090,040 warrants for aggregate proceeds of $9,139,721.

During the nine months ended September 30, 2018, the Company issued 8,000 shares of common stock and 4,000 warrants for a previously received common stock subscription of $29,985.

During the nine months ended September 30, 2018, the Company issued 530,780 shares of common stock in exchange for proceeds of $2,020,342 from the exercise of warrants.

During the nine months ended September 30, 2018, the Company issued 18,872 shares of common stock in exchange for the exercise of 101,283 cashless exercises of warrants.

During the nine months ended September 30, 2018, the Company issued 140,001 shares of common stock in exchange for proceeds of $615,600 from the exercise of options.

NOTE 9 – OPTIONS 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 15,186,123 (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.

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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 following table presents information related to stock options at September 30, 2018:

Options Outstanding			Options Exercisable
Exercise Price	Number of Options	Weighted Average Remaining Life In Years	Exercisable Number of Options
$ 3.01-4.00	734,361	8.7	511,027
4.01-5.00	794,857	5.8	730,057
5.01-6.00	599,820	1.6	599,820
6.01 and up	1,229,092	4.1	1,229,092
	3,358,130	5.1	3,069,996

A summary of the stock option activity and related information for the 2012 Plan for the nine months ended September 30, 2018 is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2017	3,404,131	$ 5.28	5.2	$ 27,045
Grants	346,000	$ 4.38	10.0	$ -
Exercised	(140,001)	(4.40)		
Canceled	(252,000)	(3.90)		
Outstanding at September 30, 2018	3,358,130	$ 5.32	5.1	$ 2,241,976
Exercisable at September 30, 2018	3,069,996	$ 5.43	4.9	$ 1,816,566

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 $5.58 of September 30, 2018, 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 using the Company's own historical stock prices. 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. The fair value of stock-based payment awards during the nine months ended September 30, 2018 and 2017 was estimated using the Black-Scholes pricing model.

On February 15, 2018, the Company granted 20,000 options to purchase the Company stock in connection with the services rendered at the exercise price of $3.55 per share for a term of ten years with vesting immediately.

On May 4, 2018, the Company granted 226,000 options to purchase the Company stock in connection with the services rendered at the exercise price of $4.43 per share for a term of ten years with vesting immediately.

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On May 14, 2018, the Company granted 100,000 options to purchase the Company stock in connection with the services rendered at the exercise price of $4.43 per share for a term of ten years with vesting immediately.

The following assumptions were used in determining the fair value of employee options for the nine months ended September 30, 2018:

Risk-free interest rate	2.65% to 2.85%
Dividend yield	0%
Stock price volatility	92.65% to 94.10%
Expected life	5 years
Weighted average grant date fair value	$ 3.20

The fair value of all options vesting during the three and nine months ended September 30, 2018 of $160,086 and $1,574,106 and for the three and nine months ended September 30, 2017 of $54,243 and $151,470, respectively, was charged to current period operations. Unrecognized compensation expense of $227,886 and $979,812 at September 30, 2018 and December 31, 2017, respectively, will be expensed in future periods.

Warrants

The following table summarizes information with respect to outstanding warrants to purchase common stock of the Company at September 30, 2018:

Exercise Price	Number Outstanding	Expiration Date
$ 0.0025	153,328	January 2020
$ 3.75	2,645,199	October 2018 to August 2021
$ 4.375	666,606	May 2021
$ 4.60	12,294	January 2020
$ 4.875	648,951	October 2018 to September 2019
$ 5.05	12,227	January 2020
$ 6.85	217,958	July 2021 to August 2021
$ 6.875	91,504	August 2019 to September 2019
$ 9.175	85,684	December 2018 to January 2019
$ 9.375	536,267	April 2019 to March 2020
	5,070,018	

On January 5, 2018, the Company issued 40,000 warrants to purchase the Company's common stock at $3.75 per share, expiring on January 5, 2021, in connection with the sale of the Company's common stock.

On February 14, 2018, the Company entered into a consent agreement with the holders of the Company's Series D Convertible Preferred Stock. Pursuant to the consent, the Series D Holders consented to the Series E Preferred Stock transaction and are entitled at any time on or before April 17, 2018, to elect to receive the more favorable terms of the transaction. In consideration for their entry into the consent, the Company issued to the Series D Holders warrants to purchase up to an aggregate of 40,000 shares of common stock. The consent warrants are exercisable immediately and expire on February 14, 2021, and have an exercise price of $3.75 per share. The warrants contain certain anti-dilutive provisions (see Note 8).

On February 16, 2018, the Company issued an aggregate of 200,000 warrants to purchase the Company's common stock at $4.375 per share, expiring on August 16, 2021, in connection with the sale of the Company's Series E preferred stock. The warrants contain certain anti-dilutive provisions. On April 30, 2018, the exercise prices of the previously issued 200,000 warrants were reset to $3.75 and an additional 33,334 warrants were issued at $3.75 per share due to reset provisions (see Note 8).

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On April 30, 2018, the Company issued 638,606 warrants to purchase the Company's common stock at $4.375 per share, expiring on April 30, 2021, in connection with the sale of the Company's common stock.

On May 11, 2018, the Company issued 28,000 warrants to purchase the Company's common stock at $4.375 per share, expiring on May 11, 2021, in connection with the sale of the Company's common stock.

On July 31, 2018, the Company issued 41,174 and 41,174 warrants to purchase the Company's common stock at $3.75 and $6.85 per share, expiring on April 30, 2019 and July 30, 2021, respectively, in connection with the sale of the Company's common stock.

On August 16, 2018, the Company issued 82,266 and 82,266 warrants to purchase the Company's common stock at $3.75 and $6.85 per share, expiring on May 16, 2019 and August 16, 2021, respectively, in connection with the sale of the Company's common stock.

On August 17, 2018, the Company issued 54,036 and 54,036 warrants to purchase the Company's common stock at $3.75 and $6.85 per share, expiring on May 17, 2019 and August 17, 2021, respectively, in connection with the sale of the Company's common stock. In addition, in connection with the sale, the Company issued on August 7, 2018, 40,482 warrants to purchase the Company's common stock at $6.85 per share, expiring on August 7, 2021 for placement agent services.

A summary of the warrant activity for the nine months ended September 30, 2018 is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2017	5,115,805	$ 4.55	1.7	$ 551,636
Grants	1,375,374	$ 4.54	2.4	-
Exercised	(632,063)	$ 4.04		
Expired	(789,098)	$ 3.75	-	-
Outstanding at September 30, 2018	5,070,018	$ 4.74	1.6	$ 6,975,200
Vested and expected to vest at September 30, 2018	5,070,018	$ 4.74	1.6	$ 6,975,200
Exercisable at September 30, 2018	5,070,018	$ 4.74	1.6	$ 6,975,200

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 $5.58 of September 30, 2018, which would have been received by the option holders had those option holders exercised their options as of that date.

NOTE 10 – RELATED PARTY TRANSACTIONS

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, 2018 and December 31, 2017 was $-0-.

At September 30, 2018 and December 31, 2017, the Company had reimbursable travel and other related expenses due related parties of $8,924 and $27,375, respectively.

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On November 1, 2017, in connection with Mr. Filler joining the Company's Board of Directors, the Company entered into a Master Services Agreement (the "Agreement") with 3LP Advisors LLC (d/b/a Sherpa Technology Group) ("Sherpa") and an initial statement of work (the "SOW"), pursuant to which Sherpa will develop, execute and expand the Company's intellectual property strategy over the course of the next approximately 18 months by evaluating the business and technology landscape in which the Company operates, and charting and executing a strategy of patent filing and licensing. In connection with the SOW, the Company will pay Sherpa fee of (i) $200,000 in cash, of which $25,000 will be paid on January 1, 2018, with the remainder to be paid upon completion of certain objectives, and (ii) a ten-year option to purchase up to 120,000 of the Company's common stock at an exercise of $3.75 per share of common stock, of which 60,000 options vest immediately and 60,000 options are performance conditioned. Mr. Filler is the general counsel and partner of Sherpa.

During the three months and nine months ended September 30, 2018, the Company paid $75,000 and $352,219 as patent costs, consulting fees and expense reimbursements. As of September 30, 2018 and December 31, 2017, there was an unpaid balance of $0.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Operating leases

On May 22, 2018, the Company entered into a fifth lease amendment agreement, whereby the Company agreed to extend the lease for the original office space and expand with additional space in Los Angeles, California, commencing June 14, 2018 and expiring on June 30, 2021. In connection with the lease, the Company is obligated to lease parking spaces at an aggregate approximate cost of $1,017 per month. In addition, the Company entered into a lease for storage space with the Los Angeles, California building commencing on December 1, 2017 and expiring on August 31, 2019.

Future minimum lease payments under these three agreements are as follows:

Year Ending December 31,		
Three months ended December 31, 2018	$	45,047
2019		198,239
2020		201,993
2021		102,623
	$	547,902

NOTE 12 – 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:

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.

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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, 2018 and December 31, 2017, the Company did not have any items that would be classified as level 1 or 2 disclosures.

As of September 30, 2018 and December 31, 2017, the Company did not have any derivative instruments that were designated as hedges.

The following table provides a summary of changes in fair value of the Company's level 3 financial liabilities as of September 30, 2018:

	Warrant Liability	Derivative
Balance, December 31, 2017	$ 2,358,240	$ 685,922
Total (gains) losses		
Transfers out due to the adoption of ASU 2017-11 effective January 1, 2018	(2,358,240)	(685,922)
Balance, September 30, 2018	$ -	$ -

NOTE 13 – SUBSEQUENT EVENTS

In October 2018, the Company issued an aggregate of 52,548 shares of its common stock in exchange for warrants exercised at $3.75 per share for aggregate proceeds of $197,054.

In October 2018, the Company issued an aggregate of 13,494 shares of its common stock in exchange for 70,106 warrants cashless exercised.

On October 2, 2018, the Company granted an aggregate of 260,000 shares of restricted common stock to 6 of its board members at a cost basis of $5.33 per share.

On October 16, 2018, the Company granted to one of its board members a ten-year option to purchase up to 34,566 shares of common stock at an exercise of $5.09 per share of common stock, of which 50% of the options vest immediately and 50% of the options vest on January 1, 2019.

On October 16, 2018, the Company granted to one of its board members a ten-year option to purchase up to 69,132 shares of common stock at an exercise of $5.09 per share of common stock, of which 25% of the options vest immediately, 25% of the options vest on January 1, 2019, 25% of the options vest on January 1, 2020, and 25% vest January 1, 2021.

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 biomedical signal processing technology platform to extract information from physiologic signals. Our initial emphasis is on providing intracardiac signal information to electrophysiologists during electrophysiology (EP) studies and cardiac catheter ablation of atrial fibrillation (AF) and ventricular tachycardia (VT). Cardiac catheter ablation is a procedure that involves delivery of energy through the tip of a catheter that scars or destroys heart tissue in order to correct heart rhythm disturbances. Our first product which received FDA 510(k) clearance in August 2018 is the PURE (Precise Uninterrupted Real-time evaluation of Electrograms) EP System.

The PURE EP™ System is a non-invasive computerized system intended for acquiring, digitizing, amplifying, filtering, measuring and calculating, displaying, recording and storing of electrocardiographic and intracardiac signals for patients undergoing electrophysiology (EP) procedures in an EP laboratory. The system is indicated for use under the supervision of licensed healthcare practitioners who are responsible for interpreting the data. The PURE EP System aims to minimize noise and artifacts and acquire high-fidelity cardiac signals. Improving cardiac signals may potentially increase the diagnostic value of these signals, thereby possibly improving accuracy and efficiency of the EP studies and related procedures. The PURE EP System is intended to be used in addition to existing electrophysiology recorders. We believe that data provided by the PURE EP System will increase the workload ability and enhance the capabilities of the typical electrophysiology laboratory.

Since June 2011, we have collaborated with physicians affiliated with the Texas Cardiac Arrhythmia Institute at St. David's Medical Center in Austin, Texas who provided us with data for initial technology validation. The physicians had 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 those recordings and successfully removed baseline wander, noise and artifacts from the data thereby providing better diagnostic quality signals.

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 then by obtaining pre-clinical recordings from the lab at the University of California at Los Angeles.

We believe that our proof of concept unit performed well as compared to the conventional 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 the conventional recording system. Subsequently, we analyzed the results of our proof of concept unit to determine the final design of the PURE EP System prototype.

After conducting research of peer-reviewed EP publications (see *Initial Analysis* in Our Products section below), we contacted Samuel J. Asirvatham. M.D. (who we believed to be an expert in the field of signal-based catheter ablation), at Mayo Clinic in Rochester, Minnesota. Since the end of 2014, we have collaborated with Dr. Asirvatham and other physicians affiliated with Mayo Clinic in Rochester, Minnesota and Jacksonville, Florida. We have performed pre-clinical studies at Mayo Clinic since 2015 to validate technology within the PURE EP System prototype. These studies have been designed to determine clinical effectiveness for features within the PURE EP System that are in development. Since March 2016, we have published seven manuscripts in collaboration with the physicians from Mayo Clinic evidencing our pre-clinical findings. The publications cover a variety of subjects pertaining to the PURE EP System as an enhanced electrophysiology recording system with signal acquisition and differentiation and having specific visualization of different electrophysiology signals.

Our initial focus is on improving intracardiac signal processing and diagnostic information for catheter ablation procedures for the complex arrhythmias, 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 catheter ablation is a procedure that corrects conduction of electrical impulses in the heart that cause arrhythmias and is now a preferred treatment for certain arrhythmias. During this procedure, a catheter is usually inserted using a venous access into a specific area of the heart. Cryo or radiofrequency energy is delivered through the catheter to destroy small areas of the heart muscle that cause the abnormal heart rhythm. According to a 2014 article in *Circulation: Arrhythmia and Electrophysiology*, catheter ablation should be considered as the first-line therapy for patients with paroxysmal atrial fibrillation (“Ablation Versus Drugs: What is the Best First-Line Therapy for Paroxysmal Atrial Fibrillation?” (*Circ Arrhythm Electrophysiol*. 2014; 7:739-746).

Catheter ablation for many arrhythmias have high success rates; however, more complex or long-standing examples of the disease often require multiple procedures (each typically lasting from 3-6 hours), evidencing the need for additional research and technology to diagnose and treat these cases. Consequently, ablating AF and VT has been regarded as being extremely difficult. Therefore, access to these procedures has traditionally been limited to being performed by only the most well-trained cardiologists; however, advancements in new technologies and techniques show a strong growth rate for these procedures.

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

- Precise, uninterrupted, real-time evaluations of electrograms (PURE EP™);
- Higher quality cardiac signal acquisition for accurate and more efficient electrophysiology studies and catheter ablation procedures to help reduce costs and length of procedures;
- Reliable display of information to better determine precise ablation targets, strategy and end point of procedures with the objective of reducing the need for multiple procedures;
- A 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 recent achievements to date include:

- On January 9, 2018, we announced that we have partnered with Charles Austin and JK Advisors in preparation of the commercial launch of our PURE EP System.
- On January 10, 2018, Dr. Asirvatham and his team performed our eleventh pre-clinical study at Mayo Clinic in Rochester, Minnesota.
- On February 22, 2018, we announced that we have partnered with Focus Marketing to assist our commercial team in preparation of our launch of our PURE EP System.
- On March 20, 2018, we announced that we have formed an Advisory Board to advise the leadership of BioSig on a range of subjects, including strategy, marketing, government affairs, partnerships, mergers and acquisitions, intellectual property, and capital markets.
- On March 28, 2018, we announced that we have filed our 510(k) application to the U.S. Food and Drug Administration (FDA) for our first product, PURE EP™ System.
- On May 9, 2018, we filed one "omnibus" hardware and software patent application with multiple claim sets, and a multiple feature-set graphical user interface ("GUI") design patent, with detailed technical descriptions across multiple BioSig elements of novelty.
- On June 14, 2018, Dr. Asirvatham and his team performed our twelfth pre-clinical study at Mayo Clinic in Rochester, Minnesota.
- On July 18, the PURE EP System was featured in a poster presentation at the 40th International Conference of the IEEE Engineering in Medicine and Biology Society (EMBC 2018) entitled, "Unipolar Intracardiac Signal Morphology as a Parameter for Catheter Contact Evaluation".
- On August 1, 2018, we announced that we filed an application to uplist the Company's common stock to trade on the Nasdaq stock exchange.
- On August 6, 2018, we announced that our stock has been added to LD Micro index.
- On August 8, 2018, we received 510(k) clearance for our first product, the PURE EP System, from the U.S. Food and Drug Administration (FDA).
- On August 20, 2018, we announced our relationship with Amy Ansfield Scott, former Biosense Webster (a Johnson & Johnson company) as Director of Strategic Partnerships, to assist us in commercial adoption of our PURE EP System.

We have conducted a total of thirteen pre-clinical studies to date with the PURE EP™ System prototype. From 2015 until present, we have conducted twelve pre-clinical studies at Mayo Clinic in Rochester, Minnesota. We also conducted a pre-clinical study at the Mount Sinai Hospital in New York, NY with emphasis on the ventricular tachycardia (VT) model.

In the third quarter of 2017, in collaboration with Health Research International, we conducted a detailed survey of U.S. electrophysiologists to gather opinions on the main features of the PURE EP System.

We intend to continue additional pre-clinical studies at Mayo Clinic. We also intend to conduct first in man, case studies, and clinical studies and are evaluating clinical sites. The main objective of these studies is to evaluate various findings and to demonstrate the clinical potential of the PURE EP System.

We continue to work with Quintain Project Solutions LLC as the manufacturing project management leader for the PURE EP System and with our Chief Regulatory and Compliance Officer; these relationships have aided us with our initial 510(k) application submission and subsequent 510(k) clearance from the U.S. Food and Drug Administration for the PURE EP System in August 2018. Our manufacturing partner, Minnetronix, a medical technology and innovation company, has built initial beta units for our post-FDA testing, clinical trials and IP proposals.

We are currently working on audit preparation for the ISO/MDSAP – audit targeted for early Q2 2019. We expect ISO Certification and product CE Mark Q3 2019 and Japanese approval by the end of 2019.

Because we are beginning the commercialization stage, with our initial product going into clinical trials, 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, 2018 Compared to Three Months Ended September 30, 2017

Revenues and Cost of Goods Sold. We had no revenues or cost of goods sold during the three months ended September 30, 2018 and 2017.

Research and Development Expenses. Research and development expenses for the three months ended September 30, 2018 were $744,173, a decrease of $380,333, or 33.8%, from $1,124,506 for the three months ended September 30, 2017. This decrease is primarily due to decrease in manufacturing design work in 2018 as compared to 2017 as we finalize our initial product towards commercialization. Research and development expenses were comprised of the following:

Three months ended:

	September 30, 2018	September 30, 2017
Salaries and equity compensation	$ 271,151	$ 272,014
Consulting expenses	270,679	123,271
Clinical studies and design work	169,497	668,676
Travel, supplies, other	32,846	60,545
Total	$ 744,173	$ 1,124,506

Stock based compensation for research and development personnel was $62,957 and $8,020 for the three months ended September 30, 2018 and 2017, respectively.

General and Administrative Expenses. General and administrative expenses for the three months ended September 30, 2018 were $2,405,722, an increase of $1,618,774, or 205.7%, from $786,948 incurred in the three months ended September 30, 2017. This increase is primarily due to an increase in employee performance pay and staff in the current period as compared to the same period in the prior year and additional service provider fees paid.

Payroll related expenses increased to $692,603 in the current period from $260,125 for the three months ended September 30, 2017, an increase of $432,478. The increase was due to performance pay and added staff in 2018 for commercialization, support personnel and a full time Chief Financial Officer in 2018. We incurred $334,729 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, 2018 as compared to $48,603 in stock based compensation for the same period in 2017.

Professional services for the three months ended September 30, 2018 totaled $189,575, an increase of $135,867, or 253.0%, over the $53,708 recognized for the three months ended September 30, 2017. Of professional services, legal fees totaled $177,075 for the three months ended September 30, 2018, an increase of $142,617, or 413.9%, from $34,458 incurred for the three months ended September 30, 2017. The primary increase was due to costs incurred in uplifting to the NASDAQ Capital Markets exchange and patent work in the current period as compared to 2017. Accounting fees incurred in the three months ended September 30, 2018 amounted to $12,500, a decrease of $6,750, or 35.1%, from $19,250 incurred in same period last year. The decrease in accounting fees was primarily due to filing of registration statements in 2017 as compared to 2018.

Consulting, public and investor relations fees for the three months ended September 30, 2018 were $290,178 as compared to $246,009 incurred for the three months ended September 30, 2017. The increase in consulting and investor relations fees during the three months ended September 30, 2018 relate to our continued efforts to develop our recognition throughout the medical industry in an effective manner.

Travel, meals and entertainment costs for the three months ended September 30, 2018 were $106,692, an increase of $21,470, or 25.2%, from $85,222 incurred in the three months ended September 30, 2017. Travel, meals and entertainment costs include travel related to business development and financing. Rent for the three months ended September 30, 2018 totaled $68,712, an increase of $30,262 or 78.7%, from $38,450 incurred in three months ended September 30, 2017. The increase in 2018 as compared to 2017 is due primarily expanding our Los Angeles office and adding an administrative center in Austin, Texas. In addition, we incurred temporary office space for our 2018 interns as compared to the same period last year.

Depreciation Expense. Depreciation expense for the three months ended September 30, 2018 totaled $2,977 an increase of $143, or 5.0%, over the expense of $2,834 incurred in the three months ended September 30 2017, as a result of the adding additional office computers and other equipment.

Gain on change in fair values of derivatives. Beginning in March 2015, we were required to estimate the fair value of the embedded beneficial conversion features of our issued Series C and Series D Preferred Stock and certain warrants with reset (anti-dilution) provisions. During the three months ended September 30, 2017, we incurred a gain on change in fair values of these derivatives of $113,724. On January 1, 2018, we adopted ASU 2017-11 and according reclassified the fair value of the reset provisions embedded in previously issued Series C Preferred stock, Series D Preferred stock and certain warrants with embedded anti-dilutive provisions from liability to equity in aggregate of $3,044,162 and are no longer required to treat certain embedded beneficial conversion features or reset (anti-dilution) provisions as liabilities.

Preferred Stock Dividend. Preferred stock dividend for the three months ended September 30, 2018 totaled $194,433, an increase of $172,126, or 771.6% from $22,307 incurred during the three months ended September 30, 2017. Preferred stock dividends are primarily related to the issuance of our Series C, D and E Preferred Stock from 2013 through 2018. The significant increase in 2018 as compared to 2017 is the result of conversions of the Series D and E Preferred Stock and the payment, upon conversion, of a required minimum dividend of $405 and $315, respectively, per share of Series D and E Preferred Stock for the first three years of issuance.

Net Loss available to common shareholders. As a result of the foregoing, net loss available to common shareholders for the three months ended September 30, 2018 was $3,345,362 compared to a net loss of $1,822,856 for the three months ended September 30, 2017.

Nine Months Ended September 30, 2018 Compared to Nine Months Ended September 30, 2017

Revenues and Cost of Goods Sold. We had no revenues or cost of goods sold during the nine months ended September 30, 2018 and 2017.

Research and Development Expenses. Research and development expenses for the nine months ended September 30, 2018 were $3,056,101, a decrease of $746,048, or 19.6%, from $3,802,149 for the nine months ended September 30, 2017. This decrease is primarily due acquired research and development as we develop our proprietary technology platform in 2017 of $543,927 and reduction in outside design work, net with additional personnel and consulting costs. Research and development expenses were comprised of the following:

Nine months ended:

	September 30, 2018	September 30, 2017
Salaries and equity compensation	$ 1,566,072	$ 824,056
Consulting expenses	672,489	371,956
Clinical studies and design work	715,302	1,910,271
Acquired research and development	-	543,927
Travel, supplies, other	102,238	151,939
Total	$ 3,056,101	$ 3,802,149

Stock based compensation for research and development personnel was $920,097 and $29,144 for the nine months ended September 30, 2018 and 2017, respectively.

General and Administrative Expenses. General and administrative expenses for the nine months ended September 30, 2018 were $8,492,070, an increase of 4,471,445, or 111.2%, from $4,020,625 incurred in the nine months ended September 30, 2017. This increase is primarily due to an increase in employees in the current period as compared to the same period in the prior year, stock based compensation and additional service provider fees paid.

Payroll related expenses increased to $1,882,071 in the current period from $1,004,717 for the nine months ended September 30, 2017, an increase of $877,354. The increase was due to added staff in 2018 for commercialization, support personnel and a full time Chief Financial Officer in 2018. We incurred $3,422,811 in stock 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, 2018 as compared to $1,110,338 in stock based compensation for the same period in 2017.

Professional services for the nine months ended September 30, 2018 totaled $425,565, an increase of $141,507, or 49.8%, over the $284,058 recognized for the nine months ended September 30, 2017. Of professional services, legal fees totaled $343,915 for the nine months ended September 30, 2018, an increase of $133,857, or 63.7%, from $210,058 incurred for the nine months ended September 30, 2017. The primary increase was due to costs incurred in uplifting to the NASDAQ Capital Markets exchange and patent work in the current period as compared to 2017. Accounting fees incurred in the nine months ended September 30, 2018 amounted to $81,650, an increase of $7,650, or 10.3%, from $74,000 incurred in same period last year. The increase in accounting fees was primarily due registration statements costs in 2018.

Consulting, public and investor relations fees for the nine months ended September 30, 2018 were $1,112,074 as compared to $1,103,819 incurred for the nine months ended September 30, 2017. The increase in consulting and investor relations fees during the nine months ended September 30, 2018 relate to our internal continued efforts to develop our recognition throughout the medical industry in an effective manner.

Travel, meals and entertainment costs for the nine months ended September 30, 2018 were $326,494, an increase of $76,372, or 30.5%, from $250,122 incurred in the nine months ended September 30, 2017. Travel, meals and entertainment costs include travel related to business development and financing. Rent for the nine months ended September 30, 2018 totaled $145,781, an increase of $43,922 or 43.1%, from $101,859 incurred in nine months ended September 30, 2017. The increase in 2018 as compared to 2017 is due primarily expanding our Los Angeles office and adding an administrative center in Austin, Texas.

Depreciation Expense. Depreciation expense for the nine months ended September 30, 2018 totaled $8,806 a decrease of $94, or 1.1%, over the expense of $8,900 incurred in the nine months ended September 30, 2017, as a result of the aging of office computers and other equipment.

Loss on change in fair values of derivatives. Beginning in March 2015, we were required to estimate the fair value of the embedded beneficial conversion features of our issued Series C and Series D Preferred Stock and certain warrants with reset (anti-dilution) provisions. During the nine months ended September 30, 2017, we incurred a loss on change in fair values of these derivatives of $320,131. On January 1, 2018, we adopted ASU 2017-11 and according reclassified the fair value of the reset provisions embedded in previously issued Series C Preferred stock, Series D Preferred stock and certain warrants with embedded anti-dilutive provisions from liability to equity in aggregate of $3,044,162 and are no longer required to treat certain embedded beneficial conversion features or reset (anti-dilution) provisions as liabilities.

Preferred Stock Dividend. Preferred stock dividend for the nine months ended September 30, 2018 totaled $780,346, an increase of $711,431, or 1,032.3% from $68,915 incurred during the nine months ended September 30, 2017. Preferred stock dividends are primarily related to the issuance of our Series C, D and E Preferred Stock from 2013 through 2018. The significant increase in 2018 as compared to 2017 is the result of conversions of the Series D and E Preferred Stock and the payment, upon conversion, of a required minimum dividend of $405 and $315, respectively, per share of Series D and E Preferred Stock for the first three years of issuance.

Net Loss available to common shareholders. As a result of the foregoing, net loss available to common shareholders for the nine months ended September 30, 2018 was $12,335,032 compared to a net loss of $8,220,651 for the nine months ended September 30, 2017.

Liquidity and Capital Resources

Nine Months Ended September 30, 2018 Compared to nine Months Ended September 30, 2017

As of September 30, 2018, we had a working capital of $6,705,446, comprised of cash of $7,279,520 and prepaid expenses of $146,287, which was offset by $463,719 of accounts payable and accrued expenses and accrued dividends on preferred stock issuances of $256,642. For the nine months ended September 30, 2018, we used $7,286,321 of cash in operating activities and $250,370 of cash in investing activities.

Cash provided by financing activities totaled $13,268,632, comprised of proceeds from the sale of our common stock of $9,139,721, the sale of our Series E preferred stock of $1,492,969 and proceeds from exercise of warrants and options of $2,635,942. In the comparable period in 2017, our aggregate cash provided by financing activities totaled $4,400,844 comprised proceeds from the sale of our common stock and common stock subscriptions. At September 30, 2018, we had cash of $7,279,520 compared to $1,547,579 at December 31, 2017. Our cash is held in bank deposit accounts. At September 30, 2018 and December 31, 2017, we had no convertible debentures outstanding.

Cash used in operations for the nine months ended September 30, 2018 and 2017 was $7,286,321 and $5,215,666, respectively, which represent cash outlays for research and development and general and administrative expenses in such periods. The increases in cash outlays principally resulted from additional in operating costs and general and administrative expenses and an increase in our operating assets of $73,968 and decrease our operating liabilities of $9,379, net of stock based compensation.

We used $250,370 cash for investing activities for the nine months ended September 30, 2018, compared to $6,788 for the nine months ended September 30, 2017. For the current period, we purchased computer and other equipment of $21,674 and paid $227,846 and $850 in patent and trademark costs, respectively, as compared to $6,788 in 2017 to purchase computer and other equipment.

In their report dated February 27, 2018, our independent registered public accounting firm stated at December 31, 2017, 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 $4 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, 2018 and December 31, 2017 was $-0-.

At September 30, 2018 and December 31, 2017, the Company had reimbursable travel and other related expenses due related parties of $8,924 and $27,375, respectively.

On November 1, 2017, in connection with Mr. Filler joining the Company's Board of Directors, the Company entered into a Master Services Agreement (the "Agreement") with 3LP Advisors LLC (d/b/a Sherpa Technology Group) ("Sherpa") and an initial statement of work (the "SOW"), pursuant to which Sherpa will develop, execute and expand the Company's intellectual property strategy over the course of the next approximately 18 months by evaluating the business and technology landscape in which the Company operates, and charting and executing a strategy of patent filing and licensing. In connection with the SOW, the Company will pay Sherpa fee of (i) $200,000 in cash, of which $25,000 will be paid on January 1, 2018, with the remainder to be paid upon completion of certain objectives, and (ii) a ten-year option to purchase up to 120,000 of the Company's common stock at an exercise of $3.75 per share of common stock, of which 60,000 options vest immediately and 60,000 options are performance conditioned. Mr. Filler is the general counsel and partner of Sherpa.

During the three months and nine months ended September 30, 2018, the Company paid $75,000 and $352,219 as patent costs, consulting fees and expense reimbursements. As of September 30, 2018 and December 31, 2017, there was an unpaid balance of $0.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our 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 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 developments 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 and on September 21, 2018 on the NASDAQ Capital Markets 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.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As required under Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2018. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of September 30, 2018 were not effective, for the same reasons as previously disclosed under Item 9A. "Controls and Procedures" in our Annual Report on Form 10-K for our fiscal year ended December 31, 2017.

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) and 15d-(f) of the Exchange Act) that occurred during the last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

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 July 31, 2018, we entered into a Unit Purchase Agreement (the "Purchase Agreement") with certain accredited investors (the "Investors"), pursuant to which the Company sold to the Investors an aggregate of 164,688 shares of the Company's common stock, warrants to purchase an aggregate of 41,174 shares of the Company's common stock, at an exercise price of $3.75 per share and warrants to purchase an aggregate of 41,174 shares of the Company's common stock, at an exercise price of $6.85, in exchange for aggregate consideration of $853,909, net of transaction expenses of $84,813 (the "July 2018 private placement"). 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 August 16, 2018, we entered into a Unit Purchase Agreement (the "Purchase Agreement") with certain accredited investors (the "Investors"), pursuant to which the Company sold to the Investors an aggregate of 329,043 shares of the Company's common stock, warrants to purchase an aggregate of 82,266 shares of the Company's common stock, at an exercise price of $3.75 per share and warrants to purchase an aggregate of 82,266 shares of the Company's common stock, at an exercise price of $6.85, in exchange for aggregate consideration of $1,786,654, net of transaction expenses of $88,891 (the "July 2018 private placement"). 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 August 17, 2018, we entered into a Unit Purchase Agreement (the "Purchase Agreement") with certain accredited investors (the "Investors"), pursuant to which the Company sold to the Investors an aggregate of 216,135 shares of the Company's common stock, warrants to purchase an aggregate of 54,036 shares of the Company's common stock, at an exercise price of $3.75 per share and warrants to purchase an aggregate of 54,036 shares of the Company's common stock, at an exercise price of $6.85, in exchange for aggregate consideration of $1,207,928, net of transaction expenses of $24,041 (the "July 2018 private placement"). In addition, we issued 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.

As consideration for serving as our placement agent in connection with July 2018 the private placement, we issued to Laidlaw & Company (UK) Ltd. warrants to purchase an aggregate of 40,482 shares of common stock at an exercise price of $6.85 per share and paid cash fees equal to $173,831.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.01	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.
31.02	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.
32.01	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.
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 2, 2018

By: /s/ KENNETH L. LONDONER
Kenneth L. Londoner
Chairman & Chief Executive Officer (Principal Executive Officer)

Date: November 2, 2018

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

EXHIBIT 31.01

CERTIFICATION

I, Kenneth L. Londoner, 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 2, 2018

/s/ KENNETH L. LONDONER
Kenneth L. Londoner
Chairman & Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.02

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 2, 2018

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

Exhibit 32.01

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, Kenneth L. Londoner, 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, 2018 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 2, 2018

By: /s/ KENNETH L. LONDONER
Name: Kenneth L. Londoner
Title: *Chairman & Chief Executive Officer (Principal 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, 2018 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 2, 2018

By: /s/ STEVEN CHAUSSY
Name: Steven Chaussy
Title: *Chief Financial Officer (Principal Accounting Officer)*