

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |   |   |  |
|---|---|---|--|
| 1. Name and Address of Reporting Person<br>MANCHESTER MANAGEMENT CO LLC<br><small>(Last) (First) (Middle)</small><br>2 CALLE CANDINA, #1701<br><small>(Street)</small><br>SAN JUAN, PR 00907<br><small>(City) (State) (Zip)</small> | 2. Date of Event Requiring Statement (Month/Day/Year)<br>06/15/2022 | 3. Issuer Name and Ticker or Trading Symbol<br>BRAIN SCIENTIFIC INC. [BRSF]   |  |
|   |   | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | 5. If Amendment, Date Original Filed (Month/Day/Year)  |
|   |   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, \$0.001 par value | 19,545,187  | I  | See Footnote (1)                                      |
| Common Stock, \$0.001 par value | 12,816,831  | I  | See Footnote (2)                                      |
| Common Stock, \$0.001 par value | 8,028,706   | D (3)  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Common Stock Purchase Warrant              | (4)  | (5)             | Common Stock, \$0.001 par value   | 8,353,622                  | \$ 0.25  | I   | See Footnote (1)                                      |
| Common Stock Purchase Warrant              | (4)  | (5)             | Common Stock, \$0.001 par value   | 4,784,294                  | \$ 0.25  | I   | See Footnote (2)                                      |
| Common Stock Purchase Warrant              | (4)  | (5)             | Common Stock, \$0.001 par value   | 3,046,018                  | \$ 0.25  | D (3)   |   |
| Common Stock Purchase Warrant              | 10/02/2021   | 10/01/2031 (6)  | Common Stock, \$0.001 par value   | 1,251,171                  | \$ 0.35  | D (3)   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MANCHESTER MANAGEMENT CO LLC<br>2 CALLE CANDINA, #1701<br>SAN JUAN, PR 00907  |               | X         |         |       |
| MANCHESTER MANAGEMENT PR, LLC<br>2 CALLE CANDINA, #1701<br>SAN JUAN, PR 00907 |               | X         |         |       |

|   |  |   |  |  |
|---|--|---|--|--|
| Manchester Explorer, L.P.<br>2 CALLE CANDINA, #1701<br>SAN JUAN, PR 00907 |  | X |  |  |
| JEB Partners, L.P.<br>2 CALLE CANDINA, #1701<br>SAN JUAN, PR 00907        |  | X |  |  |
| BESSER JAMES E<br>2 CALLE CANDINA, #1701<br>SAN JUAN, PR 00907            |  | X |  |  |
| FRANK MORGAN C.<br>2 CALLE CANDINA, #1701<br>SAN JUAN, PR 00907           |  | X |  |  |

## Signatures

|   |  |            |
|---|--|------------|
| Manchester Management Company, LLC By: /s/ James E. Besser Managing Member              |  | 08/04/2022 |
| <small>**Signature of Reporting Person</small>  |  | Date       |
| Manchester Management PR, LLC By: /s/James E. Besser Managing Member                    |  | 08/04/2022 |
| <small>**Signature of Reporting Person</small>  |  | Date       |
| Manchester Explorer, L.P. By: /s/James E. Besser Managing Member of the General Partner |  | 08/04/2022 |
| <small>**Signature of Reporting Person</small>  |  | Date       |
| JEB Partners, L.P. By: /s/James E. Besser, Managing Member of the General Partner       |  | 08/04/2022 |
| <small>**Signature of Reporting Person</small>  |  | Date       |
| By: /s/ James E. Besser   |  | 08/04/2022 |
| <small>**Signature of Reporting Person</small>  |  | Date       |
| By: /s/ Morgan C. Frank   |  | 08/04/2022 |
| <small>**Signature of Reporting Person</small>  |  | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported securities and warrants are owned directly by Manchester Explorer, L.P. ("Explorer") and may be deemed to be indirectly beneficially owned by (i) Manchester Management Company, LLC ("Manchester Management"), the general partner of Explorer, (ii) Manchester Management PR, LLC ("Manchester PR"), the investment adviser to Manchester Management, (iii) James E. Besser, the managing member of Manchester Management and Manchester PR, and (iv) Morgan Frank, who serves as a portfolio manager and as a consultant for Explorer. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) The reported securities and warrants are owned directly by JEB Partners, L.P. ("JEB Partners") and may be deemed to be indirectly beneficially owned by (i) Manchester Management, the general partner of JEB Partners, (ii) Manchester PR, the investment adviser to Manchester Management, and (iii) James E. Besser, the managing member of Manchester Management and Manchester PR. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) The reported securities and warrants are directly owned by James E. Besser in his personal capacity.

(4) The reported warrants are exercisable as of the issue date, subject to certain conditions.

(5) The reported warrants expire at 5:00pm E.D.T. on the fourth anniversary of the issue date, subject to certain conditions.

(6) The reported warrants are subject to a blocker provision that prevents James E. Besser from exercising the warrants if he would be more than a 4.99% beneficial owner of the Common Stock, \$0.001 par value, following such exercise. The foregoing description of the warrant does not purport to be complete and is subject to and qualified in its entirety by reference to the Common Stock Purchase Warrant included as Exhibit 4.1 of the Issuer's 8-K filed on October 7, 2021, which is incorporated by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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