
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): December 6, 2018

BRAIN SCIENTIFIC INC.
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

333-209325
(Commission
File Number)

81-0876714
(I.R.S. Employer
Identification No.)

205 East 42nd Street, 14th Floor
New York, New York 10017
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (646) 388-3788

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).
Emerging Growth Company

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

Item 7.01 Regulation FD Disclosure.

On December 6, 2018, Brain Scientific Inc. (the “Company”) issued a press release announcing that it completed the shipment of the first NeuroCap and NeuroEEG purchase order to its selling partner, MVAP Medical Supplies. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01 and in Exhibit 99.1 of Item 9.01 is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in this Item 7.01 or Exhibit 99.1 of Item 9.01.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The exhibit listed in the following Exhibit Index is furnished as part of this Form 8-K:

Exhibit No.	Document
99.1	<u>Press Release</u>

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.

Date: December 6, 2018

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein
Name: Boris Goldstein
Title: Chairman of the Board

Brain Scientific Announces Successful Commercialization & First Purchase Order Shipment Of NeuroCap

NEW YORK, December 6, 2018 – Brain Scientific Inc. (OTC:BRSF) (“Brain Scientific” or “Company”), a medical device company combining brain analysis software with wireless sensor technologies for teleneurology solutions, today announced that the Company completed the shipment of the first NeuroCap and NeuroEEG purchase order to its selling partner, MVAP Medical Supplies.

MVAP Medical Supplies is an industry leading supplier selling sleep, electroencephalograms (“EEG”) and electromyography (“EMG”) products to over 18,000 healthcare organizations and providers across the United States. Brain Scientific’s NeuroCap & NeuroEEG were featured in MVAP’s Q4 Quarterly Flyer (see details here).

“The shipment of our first purchase order is an important commercial milestone, signifying the execution of our commercial strategy,” stated Irina Nazarova, Marketing Director of Brain Scientific. “NeuroCap and NeuroEEG are now at the stage of initial entry into the rapidly growing teleneurology market. With suppliers like MVAP, we expect to be able to leverage their national distribution networks so that end-users can have access to our diagnostic devices.”

Brain Scientific intends to establish non-exclusive agreements with local and national distributors who can independently implement the sale and marketing of NeuroCap and NeuroEEG to the diagnostic imaging subsectors of the medtech industry. Initially, the Company’s commercial strategy will be to target suppliers that can get NeuroCap and NeuroEEG into emergency departments, intensive care units and other acute care settings across the U.S.

About Brain Scientific

Brain Scientific is a healthcare technology company developing next generation teleneurology solutions. The Company’s smart diagnostic devices and sensors simplify administration, shorten scan time and cut costs, allowing clinicians to make rapid decisions remotely and bridge the widening gap in access to neurological care. To learn more about our corporate strategy, devices or for investor relations please visit www.brainscientific.com or email us at info@brainscientific.com.

Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “may,” “should,” “would,” “will,” “could,” “scheduled,” “expect,” “anticipate,” “estimate,” “believe,” “intend,” “seek” or “project” or the negative of these words or other variations on these words or comparable terminology. Such forward-looking statements are not meant to predict or guarantee actual results, performance, events or circumstances, and may not be realized because they are based upon the Company’s current projections, plans, objectives, beliefs, expectations, estimates and assumptions, and are subject to a number of risks and uncertainties and other influences, many of which the Company has no control. Actual results and the timing of certain events and circumstances may differ materially from those described by the forward-looking statements as a result of these risks and uncertainties. Factors that may influence or contribute to the inaccuracy of the forward-looking statements or cause actual results to differ materially from expected or desired results may include, without limitation, the Company’s inability to obtain additional financing, the significant length of time and resources associated with the development of its products and related insufficient cash flows and resulting illiquidity, the Company’s inability to expand its business, significant government regulation of medical devices and the healthcare industry, success of the Company’s distributors and other selling partners, lack of product diversification, volatility in the price of the Company’s raw materials and the Company’s failure to implement the Company’s business plans or strategies. These and other factors are identified and described in more detail in the Company’s filings with the SEC. The Company does not undertake to update these forward-looking statements.

Contact Brain Scientific

Irina Nazarova, Marketing Director at nazarova@memorymd.com