
**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): January 14, 2019

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.**

On January 14, 2019, Brain Scientific Inc. (the “Company”) granted to Boris Goldstein, Chairman of the Board of Directors of the Company, and Vadim Sakharov, Chief Executive Officer of the Company, options to purchase up to 800,000 and 200,000, respectively, shares of the common stock of the Company at an exercise price per share of \$0.75 (collectively, the “Options”). The Options have a term of five years and vest as follows: (i) on the six month anniversary of the grant date, the Options shall vest and become exercisable with respect to 25% of the underlying shares of common stock; and (ii) on the seven month and each successive month anniversary to and including the 24 month anniversary, the Options shall vest and become exercisable with respect to an additional 1/24th of the underlying shares of common stock.

The Options were issued pursuant to the Company’s 2018 Equity Incentive Plan, previously approved by a majority of the Company’s stockholders.

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: January 18, 2019

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein

Name: Boris Goldstein

Title: Chairman of the Board and Secretary