

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): July 28, 2020

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.)

67-35 St., B520
Brooklyn, New York 11232
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(917) 388-1578**

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Not applicable	Not applicable	Not applicable

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 1.01 Entry Into A Material Agreement.

The information set forth in Item 2.03 is incorporated by reference into this Item 1.01.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On July 28, 2020, Brain Scientific Inc. (the “Company”) entered into an Allonge to Promissory Note (the “Allonge”), effective as of July 1, 2020, which amends that certain Non-Convertible Promissory Note of the Company in the principal amount of \$20,000 dated February 21, 2020, in favor of ProudLiving, LLC (the “Original Note”). The Allonge amends the Original Note by extending the maturity date thereof to February 21, 2021.

The foregoing is a brief description of the terms of the Allonge and is qualified in its entirety by reference to the full text of the Allonge, a copy of which is included as Exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 8.01 Other Events.

On July 29, 2020, the Company’s common stock began trading on the OTCQB marketplace. This represents a change in tiers, as the Company’s common stock was previously trading on the OTCPink. The trading symbol remains BRSF.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

Exhibit No.	Description
10.1	Allonge to Promissory Note

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: July 29, 2020

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein
Name: Boris Goldstein
Title: Chairman of the Board, Secretary and
Executive Vice President

ALLONGE TO PROMISSORY NOTE

Allonge (this "Allonge") to that certain Non-Convertible Promissory Note (the "Promissory Note") attached hereto as Exhibit 1 and made a part hereof in the principal amount of \$20,000 dated February 21, 2020, from Brain Scientific Inc., a Nevada corporation (the "Company"), in favor of PROUDLIVING, LLC, as Holder (the "Holder").

The Company and the Holder agree that the Promissory Note shall be revised as follows:

1. The definition of "Maturity Date" in Section 1.1 of the Promissory Note shall be amended and replaced to read as follows:

"Maturity Date" shall mean February 21, 2021."

This Allonge is intended to be attached to and made a permanent part of the Promissory Note.

Dated July 28, 2020 but effective as of the 1st day of July, 2020.

Company:

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein
Name: Boris Goldstein
Title: Chairman

Holder:

PROUDLIVING, LLC

By: /s/ Thomas Caleca
Name: Thomas Caleca
Title: Managing Member