

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 29, 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 29, 2020, Brain Scientific Inc. (the “Company”) entered into an Allonge to Convertible Promissory Note (the “Allonge”), which amends that certain Convertible Promissory Note of the Company in the principal amount of \$150,000 dated July 23, 2019, in favor of John Silvestri (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 7.01 Regulation FD Disclosure.**

On August 3, 2020, the Company issued a press release to announce that its common stock began trading on the OTCQB marketplace.

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.*

<b>Exhibit No.</b>	<b>Description</b>
10.1	<a href="#">Allonge to Promissory Note</a>
99.1	<a href="#">Press Release</a>

**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: August 3, 2020

**BRAIN SCIENTIFIC INC.**

By: /s/ Boris Goldstein

Name: Boris Goldstein

Title: Chairman of the Board, Secretary and Executive Vice President

ALLONGE TO CONVERTIBLE PROMISSORY NOTE

Allonge (this "Allonge") to that certain Convertible Promissory Note (the "Convertible Promissory Note") attached hereto as Exhibit 1 and made a part hereof in the principal amount of \$150,000 dated July 23, 2019, from Brain Scientific Inc., a Nevada corporation (the "Company"), in favor of John Silvestri, as Holder (the "Holder").

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

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

"**Maturity Date**" shall mean the earlier of: (a) February 21, 2021 or (b) the consummation of a Qualified Financing or other event pursuant to which Conversion Shares are to be issued pursuant to the terms of this Note."

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

Dated as of the 22<sup>nd</sup> day of July, 2020.

Company:

BRAIN SCIENTIFIC INC.

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

Holder:

JOHN SILVESTRI

By: /s/ John Silvestri

**Brain Scientific Commences Trading on The OTCQB® Venture Market**

NEW YORK, August 3, 2020 -- Brain Scientific Inc. (OTCQB: BRSF), a neurology-focused medical device and software company announced that its common stock commenced trading as of July 29, 2020 on The OTCQB® Venture Market.

The OTCQB® Venture Market is for early-stage and developing U.S and international companies.

Commenting on the commencement of trading on the OTCQB® Venture Market, Boris Goldstein, Chairman of the Board and Executive Vice President stated, “On behalf of Brain Scientific, I am proud that our common stock is now trading on the OTCQB and look forward to increased visibility and liquidity, as well as expanding Brain Scientific’s pool of investors.

**About Brain Scientific**

Brain Scientific is a commercial-stage healthcare company with two FDA-cleared products, providing next-gen solutions to the neurology market. 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](http://www.brainscientific.com) or email us at [info@memorymd.com](mailto:info@memorymd.com).

**About the OTCQB**

The OTCQB Venture Market permits early stage and developing United States and international company securities to be traded via a broker-dealer network over-the-counter (“OTC”). OTC trading facilitates higher liquidity and improved transparency. Trading companies are current in their reporting, must meet a minimum bid price test, and undergo an annual verification and management certification process. Investors can find real-time quotes and market information for Tectonic on [www.otcmarkets.com](http://www.otcmarkets.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 several 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 or attract additional investors, the significant length of time and resources associated with the development of our 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, 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.