

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): August 5, 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 August 5, 2020, Brain Scientific Inc. (the “Company”) entered into an Allonge to Convertible Note (the “Allonge”), dated as of August 8, 2020, which amends that certain Convertible Note of the Company in the original principal amount of \$275,000 (the “Original Principal Amount”) dated December 31, 2019, in favor of Vista Capital Investments, LLC (the “Original Note”). The Allonge amends the Original Note by extending the maturity date thereof from seven months from the date of the loan to ten months from the date of the loan. The Allonge further provided that the piggyback registration rights set forth in the Original Note did not apply to the Company’s recently filed Registration Statement on Form S-1.

As consideration for the Allonge, the Original Principal Amount was increased by ten percent, and the Company agreed to issue 50,000 shares of its common stock to Vista Capital Investments, LLC (the “Consideration Shares”).

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 3.02 Unregistered Sales of Equity Securities.

The disclosure set forth above in Item 2.03 of this Current Report on Form 8-K relating to the issuance of the Consideration Shares is incorporated by reference herein. The Consideration Shares were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, as no general solicitation was used in the offer and sale of such securities.

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: August 11, 2020

BRAIN SCIENTIFIC INC.

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

ALLONGE TO CONVERTIBLE NOTE

Allonge (this "Allonge") to that certain Convertible Note (the "Convertible Note") attached hereto as Exhibit 1 and made a part hereof in the original principal amount of \$275,000 dated December 31, 2019, from Brain Scientific Inc., a Nevada corporation (the "Company"), in favor of Vista Capital Investments, LLC, as Holder (the "Holder"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Convertible Note.

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

1. Section 1(a) of the Convertible Note shall be amended and replaced to read as follows:

"Payment of Principal. The "Maturity Date" shall be ten months from the date of payment of Consideration, as may be extended at the option of the Holder in the event that, and for so long as, an Event of Default (as defined below) shall not have occurred and be continuing on the Maturity Date (as may be extended pursuant to this Section 1) or any event shall not have occurred and be continuing on the Maturity Date (as may be extended pursuant to this Section 1) that with the passage of time and the failure to cure would result in an Event of Default."

2. Section 5 of the Convertible Note shall be amended by adding the following to the end thereof:

"Notwithstanding the foregoing, the filing and effectiveness of the Company's Registration Statement on Form S-1 (Registration No.: 333-236152) shall not be deemed a failure to register shares issuable upon conversion of this Note pursuant to this Section 5 and shall not result in any such liquidated damages.

3. As consideration for the amended terms as set forth in this Allonge, (a) the Original Principal Amount as of the date of this Allonge shall automatically and without any further action be increased by an amount equal to ten percent (10%) of such Original Principal Amount and (b) the Company shall, promptly after the execution and delivery of this Allonge, issue to the Holder fifty thousand (50,000) shares of restricted common stock of the Company.

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

Dated as of the 8th day of August, 2020.

Company:

BRAIN SCIENTIFIC INC.

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

Holder:

VISTA CAPITAL INVESTMENTS, LLC

By: /s/ David Clark
Name: David Clark
Title: Manager