

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Goldstein Boris  (Last) (First) (Middle) C/O BRAIN SCIENTIFIC INC., 125 WILBUR PLACE, SUITE 170  (Street)  BOHEMIA, NY 11716  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2020	3. Issuer Name and Ticker or Trading Symbol BRAIN SCIENTIFIC INC. [BRSF]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board & EVP	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	328,125	D	
Common Stock, par value \$0.001 per share	337,450 (1)	I	By wife
Common Stock, par value \$0.001 per share	6,749,000 (2)	I	By High Technology Capital Fund LP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (right to buy)	(3)	01/14/2029	Common Stock, par value \$0.001 per share	800,000	\$ 0.75	D	
Employee Stock Options (right to buy)	(4)	01/30/2030	Common Stock, par value \$0.001 per share	800,000	\$ 0.75	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldstein Boris C/O BRAIN SCIENTIFIC INC. 125 WILBUR PLACE, SUITE 170 BOHEMIA, NY 11716	X	X	Chairman of the Board & EVP	

**Signatures**

/s/ Boris Goldstein		10/15/2020
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) The reporting person is the manager of High Technology Capital Management LLC (the "LLC"), the general partner of High Technology Capital Fund LP (the "LP"). As the manager of the LLC, the reporting person has voting and dispositive control over the shares owned by the LP. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) The options vest over a 24-month period as follows: 25% (or 200,000) shall vest six months after the grant date of January 14, 2019, with the remaining options vesting on a monthly basis at a rate of 1/24th per month.

(4) The options vest over a 24-month period after the grant date of January 30, 2020, on a monthly basis at a rate of 1/24th per month.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.