

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): November 13, 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.)

125 Wilbur Place, Suite 170
Bohemia, NY 11716
(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 November 13, 2020, Brain Scientific Inc. (the “Company”) entered into an Allonge to Non-Convertible Note (the “Allonge”), which amends that certain Non-Convertible Promissory Note of the Company in the principal amount of \$50,000 dated October 21, 2019, in favor of Leonard Mazur (the “Original Note”). The Allonge amends the Original Note by extending the maturity date thereof to April 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 3.02 Unregistered Sales of Equity Securities.

On or about November 17, 2020, the Company issued 100,000 shares of its common stock to a third party as partial consideration for certain management consulting, business advisory, shareholder information and public relations services to be rendered by such third party to the Company. Such 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 7.01 Regulation FD Disclosure.

On November 17, 2020, Brain Scientific Inc. (the “Company”) issued a press release announcing that the Company has entered into an agreement with Europe’s leading certification and compliance company AFINA s.r.o. The agreement specifies that AFINA will act as an authorized representative for the Company in the European Union and assist with registering the Company’s advanced EEG solutions in 32 countries in the European market.

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.

Exhibit No.	Description
10.1	Allonge to Non-Convertible Promissory Note
99.1	Press Release

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: November 17, 2020

BRAIN SCIENTIFIC INC.

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

ALLONGE TO NON-CONVERTIBLE PROMISSORY NOTE

Allonge (this "Allonge") to that certain Non-Convertible Promissory Note (the "Note") attached hereto as Exhibit 1 and made a part hereof in the principal amount of \$50,000 dated October 21, 2019, from Brain Scientific Inc., a Nevada corporation (the "Company"), in favor of Leonard Mazur, as Holder (the "Holder"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Note.

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

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

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

2. The Holder hereby waives any and all (if any) Events of Default or other breaches or defaults of the subscription agreement relating to the subscription of the Note, through the date hereof.

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

Dated as of the 21st day of April, 2020.

Company:

BRAIN SCIENTIFIC INC.

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

Holder:

/s/ Leonard Mazur
Name: LEONARD MAZUR

Brain Scientific Aims to Expand into the EU Market, Retains Registration Firm in Europe

NEW YORK, Nov. 17, 2020 – via InvestorWire – Brain Scientific Inc. (OTCQB: BRSF), a neurology-focused medical device and software company, has entered into an agreement with Europe’s leading certification and compliance company AFINA s.r.o. The agreement specifies that AFINA will act as an authorized representative for Brain Scientific in the European Union and assist with registering Brain Scientific’s advanced EEG solutions in 32 countries in the European market.

The next generation NeuroCap by Brain Scientific is a hospital-grade disposable EEG headset featuring 22 electrodes and 19 active EEG channels. The pre-gelled disposable cap removes the time-consuming task of placing electrodes and measuring the patient’s head, which gives both neurological technicians and clinical staffers the ability to provide immediate care. The NeuroCap works alongside Brain Scientific’s NeuroEEG™, an amplifier device to initiate the EEG studies in less than five minutes.

“We believe our next generation rapid EEG product will be an invaluable solution for hospitals and medical centers across the EU,” said **Boris Goldstein, Chairman of the Board at Brain Scientific, Inc.** “We are delighted to move towards the ultimate goal of distributing our NeuroCap in Europe?”

In the EU, neurological disorders are ranked third after cardiovascular diseases and cancers, representing 13.3% of total cases and 19.5% of total deaths. Stroke, dementias and headache are the three most common causes of DALYs - the Disability Adjusted Life Years in the EU, as measured by the World Health Organization.

Recent data suggests that about 165 million people in Europe live with a brain disorder, and one in three people will suffer from some type of neurological or psychiatric disorder during their life. Other statistics show that the members of the European Union have invested a large portion of 800 billion euros spent on health in diagnostics and treatment of these disorders.

Brain Scientific’s disposable EEG devices are designed to address the growing need for neurological services globally. By introducing transformative brain diagnostic solutions that apply cutting edge technologies and establishing a new innovative norm for clinicians, Brain Scientific expects its products to provide a seamless testing process for neurology patients at the exact point-of-care.

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 or email us at info@memorymd.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 lack of capital and inability to obtain additional financing, 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.

Corporate Communications:

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