

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): April 21, 2021

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 April 21, 2021, Brain Scientific Inc. (the "Company") entered into allonges with certain of the holders of its promissory notes, as follows:

- Allonge #2 to Non-Convertible Promissory Note, which amends that certain Non-Convertible Promissory Note in the principal amount of \$50,000 dated October 21, 2019, in favor of Leonard Mazur, to extend the maturity date thereof to October 21, 2021;
- Allonge to Convertible Grid Promissory Note, which amends that certain Convertible Grid Promissory Note in the principal amount of \$125,000 dated April 21, 2020, in favor of Andrew Brown, to extend the maturity date thereof to April 21, 2022;
- Allonge to Convertible Grid Promissory Note, which amends that certain Convertible Grid Promissory Note in the principal amount of \$125,000 dated April 21, 2020, in favor of Thomas J. Caleca, to extend the maturity date thereof to April 21, 2022; and
- Allonge to Promissory Note, which amends that certain Promissory Note in the principal amount of \$600,000 dated September 22, 2020, in favor of Auctus Fund, LLC, to extend the payment of the next installment of principal in the amount of US\$100,000.00 from April 21, 2021 until April 30, 2021.

The foregoing is a brief description of the terms of the allonges and is qualified in its entirety by reference to the full text of the allonges, copies of which are included as Exhibits 10.1, 10.2, 10.3 and 10.4, respectively, to this Current Report on Form 8-K, which are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
10.1	Allonge #2 to Non-Convertible Promissory Note
10.2	Allonge to Convertible Grid Promissory Note
10.3	Allonge to Convertible Grid Promissory Note
10.4	Allonge to Promissory Note

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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: April 27, 2021

BRAIN SCIENTIFIC INC.

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

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ALLONGE #2 TO NON-CONVERTIBLE PROMISSORY NOTE

Allonge #2 (this "Allonge") to that certain Non-Convertible Promissory Note (as amended, 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 October 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 19th day of April, 2021.

Company:

BRAIN SCIENTIFIC INC.

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

Holder:

/s/ Leonard Mazur
Name: LEONARD MAZUR

ALLONGE TO CONVERTIBLE GRID PROMISSORY NOTE

Allonge (this "Allonge") to that certain Convertible Grid Promissory Note (the "Note") attached hereto as Exhibit 1 and made a part hereof in the principal amount of \$125,000 dated April 21, 2020, from Brain Scientific Inc., a Nevada corporation (the "Company"), in favor of Andrew Brown, 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, 2022."

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

Dated as of the 20th day of April, 2021.

Company:

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein

Name: Boris Goldstein

Title: Chairman

Holder:

/s/ Andrew Brown

Name: Andrew Brown

ALLONGE TO CONVERTIBLE GRID PROMISSORY NOTE

Allonge (this "Allonge") to that certain Convertible Grid Promissory Note (the "Note") attached hereto as Exhibit 1 and made a part hereof in the principal amount of \$125,000 dated April 21, 2020, from Brain Scientific Inc., a Nevada corporation (the "Company"), in favor of Thomas J. Caleca, 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, 2022."

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

Dated as of the 20th day of April, 2021.

Company:

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein

Name: Boris Goldstein

Title: Chairman

Holder:

/s/ Thomas J. Caleca

Name: Thomas J. Caleca

ALLONGE TO PROMISSORY NOTE

Allonge (this "Allonge") to that certain Note (the "Note") attached hereto as Exhibit 1 and made a part hereof in the principal amount of \$600,000 dated September 22, 2020, from Brain Scientific Inc., a Nevada corporation (the "Company"), in favor of Auctus Fund, LLC, as Holder (the "Holder"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Note.

WHEREAS, the Note provides that Principal payments shall be made in six (6) installments each in the amount of US\$100,000.00 commencing one hundred and eighty (180) days following the Issue Date and continuing thereafter each thirty (30) days for five (5) months.

WHEREAS, the next installment payment of Principal under the Note in the amount of US\$100,000.00 (the "April Installment") is due and owing by the Company to the Holder on April 21, 2021 (the "Payment Date").

WHEREAS, the Company and the Holder desire to extend the Payment Date of the April Installment until April 30, 2021.

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

1. The Payment Date of the April Installment is hereby extended until April 30, 2021.
2. The Holder hereby waives any and all (if any) Events of Default or other breaches or defaults of the Note through the date hereof related to the April Installment.

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

Dated as of the 21st day of April, 2021.

Company:

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein

Name: Boris Goldstein

Title: Chairman

AUCTUS FUND, LLC

Holder:

By: /s/ Lou Posner

Name: Lou Posner

Title: Managing Director