

**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 23, 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.

Allonge to Auctus Note

On August 23, 2021, Brain Scientific Inc. (the "Company") entered into an Allonge #3 to Promissory Note (the "Allonge #3"), which amends that certain Promissory Note of the Company (as amended, the "Auctus Note") in the original principal amount of \$600,000 dated September 22, 2020, in favor of Auctus Fund, LLC. The Allonge #3 amends the Auctus Note by extending the maturity date of the Auctus Note to October 31, 2021, and further modified the repayment terms of the principal and accrued and unpaid interest so the Company pays \$173,067 on each of August 31, 2021, September 30, 2021 and October 31, 2021.

The foregoing is a brief description of the terms of the Allonge #3 and is qualified in its entirety by reference to the full text of the Allonge #3, which is included as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Allonges to Vista Note

On August 23, 2021, the Company executed an Allonge #5 to Convertible Note dated as of August 4, 2021 (the "Allonge #5"), which amends that certain Convertible Note of the Company (as amended, the "Vista Note") in the original principal amount of \$275,000 (the "Original Principal Amount") dated December 31, 2019, in favor of Vista Capital Investments, LLC ("Vista"), by extending the maturity date to November 1, 2021.

As consideration for the Allonge #5, the Original Principal Amount as of August 4, 2021 was increased by an additional ten percent and the Company agreed to issue 50,000 shares of its common stock to Vista (the "Consideration Shares").

On August 24, 2021, the Company executed an Allonge #6 to Convertible Note (the "Allonge #6"), which amends the Vista Note, as amended by Allonge #5, by extending the maturity date to December 31, 2021 and further modified the repayment terms of the principal and accrued and unpaid interest so the Company pays \$100,000 on each of August 31, 2021, September 30, 2021 and October 31, 2021, November 30, 2021 and December 31, 2021.

The foregoing is a brief description of the terms of the Allonge #5 and the Allonge #6 and is qualified in its entirety by reference to the full text thereof, which are included as Exhibits 10.2 and 10.3, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 2.03 is incorporated by reference into this Item 1.01.

Item 3.02 Unregistered Sales of Equity Securities.

The disclosure set forth above in Item 1.01 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 #3 with Auctus Fund LLC
10.2	Allonge #5 with Vista Capital Investments, LLC
10.3	Allonge #6 with Vista Capital Investments, LLC
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 24, 2021

BRAIN SCIENTIFIC INC.

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

ALLONGE #3 TO PROMISSORY NOTE

Allonge #3 (this "Allonge") to that certain Note, as amended (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.

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

1. The principal balance of the Note shall be increased by 10% as of the date hereof.

2. The Maturity Date shall be October 31, 2021; provided, however, that notwithstanding anything to the contrary in the Note, the remaining principal and interest due shall be an aggregate of \$519,200 (including the 10% increase described above), payable in installments as follows: the Company shall pay \$173,067 no later than August 31, 2021, \$173,067 no later than September 30, 2021 and the final \$173,066 no later than October 31, 2021.

3. The Holder hereby acknowledges that through the date hereof, there have not been any Events of Default or other breaches or defaults by the Company of the Note, in either case related to the repayment of any amounts due or owing under the Note.

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

Dated as of the 23rd day of August, 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

ALLONGE TO CONVERTIBLE NOTE

Allonge #5 (this "Allonge #5") to (i) 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") and (ii) that certain Warrant to purchase 100,000 shares of the Company's common stock issued by the Company to the Holder on December 31, 2019 (the "Warrant"). 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 and Warrant shall be revised as follows:

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

"Payment of Principal. The "Maturity Date" shall November 1, 2021, 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. 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. The outstanding balance of the Note, after this Allonge #5, will be \$478,321.

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

Dated as of the 4th day of August, 2021.

Company:

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein

Name: Boris Goldstein

Title: Chairman of the Board

Holder:

VISTA CAPITAL INVESTMENTS, LLC

By: /s/ David Clark

Name: David Clark

Title: Manager

ALLONGE TO CONVERTIBLE NOTE

Allonge #6 (this "Allonge #6") 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. The Maturity Date shall be December 31, 2021; provided, however, that notwithstanding anything to the contrary in the Convertible Note, the Company shall make the following monthly installments of principal and interest, and upon the last payment thereof, the Convertible Note shall be satisfied and paid in full:

- a. \$100,000 on or before August 31, 2021;
- b. \$100,000 on or before September 30, 2021;
- c. \$100,000 on or before October 31, 2021;
- d. \$100,000 on or before November 30, 2021;
- e. \$100,000 on or before December 31, 2021.

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

Dated as of the 23 day of August, 2021.

Company:

BRAIN SCIENTIFIC INC.

By: /s/ Boris Goldstein

Name: Boris Goldstein

Title: Chairman of the Board

Holder:

VISTA CAPITAL INVESTMENTS, LLC

By: /s/ David Clark

Name: David Clark

Title: Manager