

**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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): March 31, 2022

BRAIN SCIENTIFIC INC.

(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

333-209325
(Commission
File Number)

81-0876714
(IRS Employer
Identification No.)

6700 Professional Parkway
Lakewood Ranch, FL 34240
(Address of principal executive offices, including zip code)

(917) 388-1578
(Registrant's telephone number, including area code)

Check the appropriate box below if the 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communication 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
N/A	N/A	N/A

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 Definitive Agreement.

On March 31, 2022 the Company signed an allonge amending its December 31, 2019 convertible promissory note in the original principal amount of \$275,000 (the "Note"). The allonge extended the maturity date to December 31, 2022 and amended the outstanding balance and payment schedule to provide for seven monthly payments of \$10,000 plus interest at the rate of 14% per annum. The first monthly payment is payable on June 30, 2022. A final payment of \$50,000 plus interest is due upon maturity. The outstanding principal balance as of March 31, 2022 was \$ 120,000.

On December 28, 2020, the Company entered into a Securities Purchase Agreement dated as of December 28, 2020 and issued and sold to an investor a Promissory Note (the "December 28 Note") in the aggregate principal amount of \$300,000. The initial maturity date for the December 28 Note was December 28, 2021. On December 28, 2021, the Company signed an allonge with the investor amending the note. The terms of the amended note provided for two equal payments of \$184,800, due on February 28, 2022 and March 31, 2022. A partial payment of \$65,300 was made in February 2022 and the March 31, 2022 payment was not made. The Company and the investor are presently negotiating new repayment terms.

As part of the October 1, 2021 merger with Piezo Motion Corp. and BRSF Acquisition Corp., the Company assumed \$155,530 of related party loans from entities related to the former executives and directors of the Company. When assumed, these loans did not bear interest and had a maturity date of December 31, 2021. On March 9, 2022, the loans were amended to provide for an interest rate of 9% per annum, and to extend the maturity dates to provide for payments of \$53,000 with accrued interest on March 31, 2022 and June 1, 2022, and a payment of \$49,000 plus accrued interest on August 1, 2022. The Company did not make the March 31, 2022 payment and is presently negotiating new repayment terms.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No	Description
10.1	March 31, 2022 Allonge to Convertible Promissory Note with Vista Capital Investments LLC dated December 31, 2019.

SIGNATURE

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 hereunto duly authorized.

Date: April 6, 2022

BRAIN SCIENTIFIC INC.

By: /s/ Hassan Kotob

Name: Hassan Kotob

Title: Chief Executive Officer

ALLONGE TO CONVERTIBLE NOTE

Allonge #8 (this "Allonge #8") 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"). 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 December 31, 2022; provided, however, that notwithstanding anything to the contrary in the Convertible Note, the Company shall make the following monthly installments of principal plus interest of 14%, and upon the last payment thereof, the Convertible Note shall be satisfied and paid in full;
2. \$10,000 plus accrued interest of \$4,200 on or before June 30, 2022;
3. \$10,000 plus accrued interest of \$1,283.33 on or before July 31, 2022;
4. \$10,000 plus accrued interest of \$1,166.67 on or before August 31, 2022;
5. \$10,000 plus accrued interest of \$1,050 on or before September 30, 2022;
6. \$10,000 plus accrued interest of \$933.33 on or before October 31, 2022;
7. \$10,000 plus accrued interest of \$816.67 on or before November 30, 2022;
8. \$10,000 plus accrued interest of \$700 on or before January 1, 2023;
9. A final payment of \$50,000 plus accrued interest on January 1, 2023.

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

Dated as of the 31st day of March 2022.

Company:

BRAIN SCIENTIFIC INC.

By: /s/ Bonnie-Jeanne Gerety

Bonnie-Jeanne Gerety
Chief Financial Officer

Holder:

VISTA CAPITAL INVESTMENTS LLC

By: David Clark

David Clark
Manager