

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 1, 2022**

BRAIN SCIENTIFIC INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

333-209325
(Commission File Number)

81-0876714
(IRS Employer
Identification No.)

6700 Professional Parkway
Lakewood Ranch, Florida 34240
(Address of principal executive offices)

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

(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:

- 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
None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Chief Revenue Officer Appointment

On November 1, 2022, the Board of Directors (the "Board") of Brain Scientific Inc. (the "Company") appointed Mr. Daniel Cloutier, a current member of the Board, to serve as Chief Revenue Officer of the Company (the "Appointment").

Daniel Cloutier, 57, CRO

Daniel Cloutier is CEO and founder of LOK Corporation ("LOK") since 2008. He has served as a director since November 15, 2021 of the Company. From 2003 to 2011, Mr. Cloutier was International Sales Director of CAS Medical System (CASMED). From 2000 to 2002, he was Vice President of EMRN. Mr. Cloutier is also an advisory council member of the Indian Business Organization for Global Investments, a member of the Board of Directors for the Independent Medical Specialty Dealers Association, former Board Member of Neuro-France Implants and Luminor Medical Technologies. In 1991, Mr. Cloutier graduated from HEC Montreal Business School.

The Board believes that Mr. Cloutier's extensive experience in healthcare and medical device product distribution makes him ideally qualified to help lead the Company towards continued growth and success.

Family Relationships

Mr. Cloutier does not have a family relationship with any of the current officers or directors of the Company.

Related Party Transactions

Other than as described below, there are no related party transactions with regard to Mr. Cloutier reportable under Item 404(a) of Regulation S-K.

On November 12, 2021 the Company entered into a Representation Agreement with LOK, a corporation in which Mr. Cloutier serves as the chief executive officer. Under the Representation Agreement, LOK acts as an international sales manager for our NeuroCap™ and Neurology products and accessories. To date, we have paid LOK approximately \$6,250 for training platform development and attendance at a sales seminar but no other service fees and no commissions.

Compensatory Arrangements

In connection with his Appointment, Mr. Cloutier shall receive an annual salary of \$120,000. Additionally, Mr. Cloutier shall be eligible for a sales commission bonus of up to \$100,000 and a discretionary bonus of up to \$30,000 as determined by the Board.

Item 8.01 Other Events.

On November 1, 2022, the Company issued a press release announcing the Appointment. A copy of the press release is included as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated November 1, 2022
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 hereunto duly authorized.

BRAIN SCIENTIFIC INC.

Dated: November 2, 2022

By: /s/ Hassan Kotob
Hassan Kotob
Chief Executive Officer

FOR IMMEDIATE RELEASE



Daniel Cloutier, a Veteran Sales Executive, Joins Brain Scientific as Chief Revenue Officer

Company Continues to Build Momentum as it Launches Its Disruptive Technologies in the Marketplace

LAKEWOOD RANCH, Fla., Nov 1, 2022 (GLOBE NEWSWIRE) — via InvestorWire — Brain Scientific (OTCQB:BRSF), a Florida-based medical device technology company, announced today that Daniel Cloutier is joining the company as their Chief Revenue Officer (CRO) in a move that will help propel the company forward on its mission to revolutionize the medical technology (aka MedTech) industry.



Daniel brings extensive experience and knowledge in sales strategy and global distribution. Daniel founded LOK Corporation in 2011 after strategically representing CAS Medical System (CASMED) for 8 years as International Sales Director and launching the FORE-SIGHT cerebral oximetry internationally.

Daniel will lead Brain Scientific's sales strategy, leveraging his decades of global experiences in direct and indirect sales channels and deep relationships across distributors, research institutions, and regulators in the medical technology space.

"I see huge potential in Brain Scientific technology and a clear path to making the company a dominant player in the medical industry," emphasized Daniel Cloutier, "I'm excited to bring my years of experience to the team as the company prepares itself to launch its product lines into the marketplace."

Daniel is also an advisory council member of the Indian Business Organization for Global Investments, a member of the Board of Directors for the Independent Medical Specialty Dealers Association and Brain Scientific, and a former Board Member of NeuroFrance Implants and Luminor Medical Technologies. He received his education from HEC Montréal.

"Our technology fills real gaps for product innovators and medical practitioners globally. Daniel will accelerate and unify our sales and marketing strategies as we continue to bring disruptive products to the MedTech space, starting with our NeuroCap™ that allows for rapid EEG testing, anytime and anywhere," said Hassan Kotob, Chairman and CEO of Brain Scientific.

About Brain Scientific

Brain Scientific (brainscientific.com) is a medical technology company with multiple patents and FDA-cleared products. Brain Scientific is committed to developing next-gen solutions that advance the future of neurodiagnostic and OEM medical devices. Brain Scientific has two product lines covering neurology and precision motion. The NeuroCap™ and NeuroEEG™ are smart neurological diagnostic devices that simplify administration, shorten scan time, and cut costs. The Piezo Motion product line consists of ultra-efficient compact precision motors that will drive the next generation of medical devices. To learn more about Brain Scientific's corporate strategy, products, or investor relations, please visit brainscientific.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 may include, without limitation, statements regarding (i) the plans and objectives of management for future operations, including plans or objectives relating to the design, development and commercialization of EEG products and services and piezo motor technology; (ii) a projection of income (including income/loss), earnings (including earnings/loss) per share, capital expenditures, dividends, capital structure or other financial items; (iii) the company's future financial performance; (iv) the successful integration of Piezo Motion with and into Brain Scientific; and (v) the assumptions underlying or relating to any statement described in points (i), (ii), (iii) or (iv) above. 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 a number of risks and uncertainties and other influences, over 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 inability to obtain additional financing; the significant length of time and resources associated with the development of 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 failure to implement the company's business plans or strategies. Some of 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.

CONTACTS

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