

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person kotob Hassan		2. Issuer Name and Ticker or Trading Symbol BRAIN SCIENTIFIC INC. [BRSF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last) (First) (Middle) C/O BRAIN SCIENTIFIC INC., 125 WILBUR PLACE, SUITE 170		3. Date of Earliest Transaction (Month/Day/Year) 10/01/2021			
(Street) BOHEMIA, NY 11716		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2021		A		7,407,934	A	(1)	7,407,934	I	By Hassan Kotob Revocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 0.35	10/01/2021		A		2,502,341		10/01/2021	10/01/2031	Common Stock	2,502,341	(2)	2,502,341	D	
Stock Option (right to buy)	\$ 0.39	10/21/2021		A		1,218,248		(3)	10/21/2031	Common Stock	1,218,248	\$ 0	1,218,248	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
kotob Hassan C/O BRAIN SCIENTIFIC INC. 125 WILBUR PLACE, SUITE 170 BOHEMIA, NY 11716	X	X	Chief Executive Officer	

Signatures

/s/ Hassan Kotob	10/27/2021
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In connection with the closing of the transactions contemplated by the Agreement and Plan of Merger and Reorganization, dated as of June 11, 2021, by and among the Issuer, Piezo Motion Corp., a Delaware corporation ("Piezo"), and BRSF Acquisition Inc., a Delaware corporation and a wholly-owned subsidiary of the Issuer ("Merger Sub"), pursuant to which Merger Sub merged with and

(1) into Piezo (the "Merger"), with Piezo surviving as a wholly-owned subsidiary of the Issuer, these shares of common stock were received in exchange for 2,524,044 shares of common stock of Piezo.

(2) Received in connection with the Merger as part of the Merger consideration.

(3) The shares underlying this option vest as to 25% on 4/21/2022, with the remainder vesting in 18 equal monthly installments thereafter, beginning on 5/21/2022 and ending on 10/21/2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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