

FORM 4

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

OMB APPROVAL	
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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Cloutier Daniel Danny		2. Issuer Name and Ticker or Trading Symbol BRAIN SCIENTIFIC INC. [BRSEF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2021						
C/O BRAIN SCIENTIFIC INC., 6700 PROFESSIONAL PARKWAY									
(Street)			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				
LAKEWOOD RANCH, FL 34240									
(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)			

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
Options to Purchase Common Stock (1)	\$ 0.29	02/03/2022		A		362,069		(1)	12/11/2031	Common Stock	362,069	\$ 0	362,069	D	
Options to purchase Common Stock	\$ 0.12	08/19/2022		A		304,608		(2)	08/19/2027	Common Stock	304,608	\$ 0	304,608	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cloutier Daniel Danny C/O BRAIN SCIENTIFIC INC. 6700 PROFESSIONAL PARKWAY LAKEWOOD RANCH, FL 34240	X			

Signatures

/s/ Daniel Cloutier	08/25/2022
Signature of Reporting Person	Date

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).

The options were initially issued to Mr. Cloutier pursuant to a stock option agreement, dated December 10, 2021, whereby Mr. Cloutier was issued 61,140 options to purchase shares of common stock of the Issuer with an exercise price of \$0.21. On February 3, 2022, the Issuer and Mr. Cloutier entered into an amended stock option agreement (the "Amendment") whereby (i) the number of options issued to Mr. Cloutier was amended to 362,069, and (ii) the exercise price was amended to \$0.29. Pursuant to the Amendment, the options shall vest and become exercisable pursuant to the following schedule: 46,623 options vested and became exercisable on December 31, 2021, 89,277 options vested and became exercisable on March 31, 2022; 90,269 options shall become exercisable on June 30, 2022, 91,261 options shall become exercisable on September 30, 2022; and 44,639 options shall become exercisable on December 31, 2022.

304,608 stock options (the "Options") were granted to Mr. Kukekov on August 19, 2022 (the "Date of Grant"), pursuant to the Brain Scientific 2022 Stock Incentive Plan. The Options shall vest and become exercisable on the following schedule: (i) 61,552 Options shall vest immediately, (ii) 69,444 Options shall vest on August 30, 2022, (iii) 69,444 Options shall vest on September 30, 2022, (iv) 69,444 Options shall vest on October 30, 2022, and (v) 34,724 Options shall vest on November 15, 2022.

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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