UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2015

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from _________ to _________

Commission file number: 333-190080

BIOSIG TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**26-4333375**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8441 Wayzata Blvd, Suite 240
Minneapolis, MN 55426
(Address of principal executive offices) (zip code)

(763) 999-7331
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 28, 2015, there were 14,706,368 shares of registrant's common stock outstanding.

BIOSIG TECHNOLOGIES, INC.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BIOSIG TECHNOLOGIES, INC.
CONDENSED BALANCE SHEETS

	June 30, 2015 (unaudited)	December 31, 2014
ASSETS		
Current assets:		
Cash	$ 1,197,239	$ 239,781
Prepaid expenses	149,542	75,537
Total current assets	1,346,781	315,318
Property and equipment, net	16,650	13,020
Other assets:		
Deposits	27,612	25,000
Total assets	$ 1,391,043	$ 353,338
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses, including $13,905 and $40,293 to related parties as of June 30, 2015 and December 31, 2014 respectively	$ 266,530	$ 554,026
Stock based payable	132,684	226,305
Dividends payable	338,728	445,069
Warrant liability	4,056,531	-
Derivative liability	897,961	-
Total current liabilities	5,692,434	1,225,400
Series C 9% Convertible Preferred stock, 2,058 and 2,711 shares issued and outstanding, liquidation preference of $2,058,000 and $2,711,000, respectively	2,058,000	2,711,000
Stockholders' deficit		
Preferred stock, $0.001 par value, authorized 1,000,000 shares, designated 200 shares of Series A, 600 shares of Series B and 4,200 shares of Series C Preferred Stock		
Common stock, $0.001 par value, authorized 50,000,000 shares, 14,499,535 and 11,179,266 issued and outstanding as of June 30, 2015 and December 31, 2014, respectively	14,500	11,179
Additional paid in capital	24,220,804	19,186,163
Accumulated deficit	(30,594,695)	(22,780,404)
Total stockholders' deficit	(6,359,391)	(3,583,062)
Total liabilities and stockholders' deficit	$ 1,391,043	$ 353,338

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
Operating expenses:				
Research and development	$ 328,498	$ 99,893	$ 630,577	$ 222,044
General and administrative	4,099,080	484,502	6,845,933	1,086,067
Depreciation	2,481	4,134	5,341	8,569
Total operating expenses	4,430,059	588,529	7,481,851	1,316,680
Loss from operations	(4,430,059)	(588,529)	(7,481,851)	(1,316,680)
Other income (expense):				
Gain on change in fair value of derivatives	198,563	-	198,563	-
Interest income (expense)	(184)	(7,958)	(1,298)	(9,056)
Financing costs	(529,704)	(190,731)	(529,704)	(579,016)
Total other income (expense)	(331,325)	(198,689)	(332,439)	(588,072)
Loss before income taxes	(4,761,384)	(787,218)	(7,814,290)	(1,904,752)
Income taxes (benefit)	-	-	-	-
Net loss	(4,761,384)	(787,218)	(7,814,290)	(1,904,752)
Preferred stock dividend	(112,073)	(83,223)	(191,468)	(167,247)
NET LOSS AVAILABLE TO COMMON STOCKHOLDERS	$ (4,873,457)	$ (870,441)	$ (8,005,758)	$ (2,071,999)
Net loss per common share, basic and diluted	$ (0.35)	$ (0.10)	$ (0.62)	$ (0.24)
Weighted average number of common shares outstanding, basic and diluted	13,852,955	8,782,383	13,010,754	8,633,374

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
CONDENSED STATEMENT OF STOCKHOLDERS' DEFICIT
SIX MONTHS ENDED JUNE 30, 2015
(unaudited)

	Common stock		Additional Paid in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance, January 1, 2015	11,179,266	$ 11,179	$ 19,186,163	$ (22,780,404)	$ (3,583,062)
Sale of common stock, net	1,398,760	1,399	3,040,814	-	3,042,213
Common stock issued upon conversion of Series C preferred stock and accrued dividends at $1.50 per share	933,875	934	1,399,876	-	1,400,810
Common stock issued for services	870,000	870	2,213,030	-	2,213,900
Common stock issued in exchange for 156,102 warrants exercised on a cashless basis	99,552	100	(100)	-	-
Common stock issued in exchange for exercise of options at $2.09 per share	10,000	10	20,890	-	20,900
Common stock issued in exchange for exercise of warrants at $3.67 per share	4,082	4	14,977	-	14,981
Common stock issued in exchange for exercise of warrants at $2.50 per share	4,000	4	9,996	-	10,000
Reclassify fair value of warrant liability from equity	-	-	(4,097,444)	-	(4,097,444)
Reclassify fair value of derivative liability from equity	-	-	(1,242,590)	-	(1,242,590)
Reclass fair value of warrant liability to equity upon warrant exercise		-	265,955	-	265,955
Reclass fair value of derivative liability to equity upon conversion of Series C preferred stock to common shares	-	-	506,348	-	506,348
Stock based compensation	-	-	3,094,357	-	3,094,357
Preferred stock dividend	-	-	(191,468)	-	(191,468)
Net loss	-	-	-	(7,814,290)	(7,814,290)
Balance, June 30, 2015	14,499,535	$ 14,500	$ 24,220,804	$ (30,594,695)	$ (6,359,391)

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (7,814,290)	$ (1,904,752)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation	5,341	8,569
Amortization of debt discount	585,324	579,016
Change in derivative liabilities	(198,563)	-
Equity based compensation	5,341,374	556,332
Changes in operating assets and liabilities:		
Prepaid expenses	(107,122)	(21,806)
Accounts payable	(287,496)	(178,737)
Stock based payable	(93,621)	-
Deferred rent payable	-	(1,006)
Net cash used in operating activities	(2,569,053)	(962,384)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(8,971)	-
Payment of long term deposit	(2,612)	-
Net cash used in investing activity	(11,583)	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock	3,042,213	732,666
Proceeds from sale of Series C preferred stock	450,000	-
Proceeds from exercise of options	20,900	-
Proceeds from exercise of warrants	24,981	-
Net repayments of related party advances	-	(30,281)
Net cash provided by financing activities	3,538,094	702,385
Net increase (decrease) increase in cash and cash equivalents	957,458	(259,999)
Cash and cash equivalents, beginning of the period	239,781	302,187
Cash and cash equivalents, end of the period	$ 1,197,239	$ 42,188
Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	$ 1,298	$ 9,056
Cash paid during the period for income taxes	$ -	$ -
Non-cash investing and financing activities:		
Common stock issued upon conversion of Series C preferred stock and accrued dividends	$ 1,400,810	$ -

See the accompanying notes to the unaudited condensed financial statements

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2015
(unaudited)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

Business and organization

BioSig Technologies Inc. (the "Company") was initially incorporated on February 24, 2009 under the laws of the State of Nevada and subsequently re-incorporated in the state of Delaware in 2011. The Company is principally devoted to improving the quality of cardiac recordings obtained during EP studies and catheter ablation procedures. The Company has not generated any revenue to date and consequently its operations are subject to all risks inherent in the establishment of a new business enterprise.

Interim Financial Statements

The unaudited condensed interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

The condensed balance sheet as of December 31, 2014 has been derived from audited financial statements.

Operating results for the three and six months ended June 30, 2015 are not necessarily indicative of results that may be expected for the year ending December 31, 2015. These condensed financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2014 filed with the Company's Form 10-K with the Securities and Exchange Commission on February 20, 2015.

Basis of presentation

The Company's primary efforts are devoted to conducting research and development principally devoted to improving the quality of cardiac recordings obtained during EP studies and catheter ablation procedures. The Company has experienced net losses and negative cash flows from operations since inception and expects these conditions to continue for the foreseeable future. In addition, the Company has stockholders' deficiencies at June 30, 2015 and requires additional financing to fund future operations. Further, the Company does not have any commercial products available for sale and there is no assurance that if approval of their products is received that the Company will be able to generate cash flow to fund operations. In addition, there can be no assurance that the Company's research and development will be successfully completed or that any product will be approved or commercially viable.

The above factors raise substantial doubt as to the Company's ability to continue as a going concern. The accompanying condensed financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments that may result from the outcome of this uncertainty.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2015
(unaudited)

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the recoverability and useful lives of long-lived assets, the fair value of the Company’s stock, stock-based compensation, fair values relating to warrant and other derivative liabilities and the valuation allowance related to deferred tax assets. Actual results may differ from these estimates.

Fair Value of Financial Instruments

The Company’s short-term financial instruments, including cash, prepaid expenses and other assets, accounts payable and accrued expenses and other liabilities, consist primarily of instruments without extended maturities, the fair value of which, based on management’s estimates, reasonably approximate their book value. The fair value of the Company’s convertible securities is based on management estimates and reasonably approximates their book value.

Derivative Instrument Liability

The Company accounts for derivative instruments in accordance with ASC 815, which establishes accounting and reporting standards for derivative instruments and hedging activities, including certain derivative instruments embedded in other financial instruments or contracts and requires recognition of all derivatives on the balance sheet at fair value, regardless of hedging relationship designation. Accounting for changes in fair value of the derivative instruments depends on whether the derivatives qualify as hedge relationships and the types of relationships designated are based on the exposures hedged. At June 30, 2015 and December 31, 2014, the Company did not have any derivative instruments that were designated as hedges.

Research and development costs

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development (“ASC 730-10”). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company incurred research and development expenses of $328,498 and $630,577 for the three and six months ended June 30, 2015, respectively; and $99,893 and $222,044 for the three and six months ended June 30, 2014, respectively.

Income Taxes

The Company follows Accounting Standards Codification subtopic 740-10, Income Taxes (“ASC 740-10”) for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability during each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change. Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods.

BIOSIG TECHNOLOGIES, INC.
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Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse and are considered immaterial.

Net Income (loss) Per Common Share

The Company computes earnings (loss) per share under Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10"). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the "treasury stock" and/or "if converted" methods as applicable.

The computation of basic and diluted loss per share as of June 30, 2015 and 2014 excludes potentially dilutive securities when their inclusion would be anti-dilutive, or if their exercise prices were greater than the average market price of the common stock during the period.

Potentially dilutive securities excluded from the computation of basic and diluted net income (loss) per share are as follows:

	June 30, 2015	June 30, 2014
Series C convertible preferred stock	1,372,000	1,854,019
Options to purchase common stock	7,330,190	2,990,977
Warrants to purchase common stock	7,772,277	4,502,459
Totals	16,474,467	9,347,455

Stock Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and interim financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period.

As of June 30, 2015, the Company had 7,330,190 options outstanding to purchase shares of common stock, of which 4,801,017 were vested.

As of December 31, 2014, the Company had 5,990,190 options outstanding to purchase shares of common stock, of which 3,799,559 were vested.

Registration Rights

The Company accounts for registration rights agreements in accordance with the Accounting Standards Codification subtopic 825-20, Registration Payment Arraignments ("ASC 825-20"). Under ASC 825-20, the Company is required to disclose the nature and terms of the arraignment, the maximum potential amount and to assess each reporting period the probable liability under these arraignments and, if exists, to record or adjust the liability to current period operations. On June 23, 2014, the Company filed Form S-1/A became effective with the Securities and Exchange Commission. As such, the Company determined that payments were due under its registration rights agreement and therefore accrued $55,620 as interest expense during the year ended December 31, 2014 for the liability under the registration rights agreements. At June 30, 2015, the Company estimated the liability at $-0- and therefore recorded the change to current period operations.

BIOSIG TECHNOLOGIES, INC.
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Recent Accounting Pronouncements

There are various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's financial position, results of operations or cash flows.

NOTE 2 – PROPERTY AND EQUIPMENT

Property and equipment as of June 30, 2015 and December 31, 2014 is summarized as follows:

	June 30, 2015	December 31, 2014
Computer equipment	$ 62,072	$ 54,900
Furniture and fixtures	9,602	7,803
Subtotal	71,674	62,703
Less accumulated depreciation	(55,024)	(49,683)
Property and equipment, net	$ 16,650	$ 13,020

Property and equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 5 years. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings.

Depreciation expense was $2,481 and $5,341 for the three and six months ended June 30, 2015, respectively; and $4,134 and $8,569 for the three and six months ended June 30, 2014, respectively.

NOTE 3 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses at June 30, 2015 and December 31, 2014 consist of the following:

	June 30, 2015	December 31, 2014
Accrued accounting and legal	$ 163,890	$ 190,767
Accrued reimbursements	13,905	26,792
Accrued consulting	19,471	16,334
Accrued research and development expenses	30,001	93,407
Accrued credit card obligations	-	13,278
Accrued payroll	-	62,068
Accrued liquidated damages	-	55,620
Accrued office and other	23,318	29,093
Deferred rent	2,612	-
Accrued settlement related to arbitration	13,333	66,667
	$ 266,530	$ 554,026

NOTE 4 – SERIES C 9% CONVERTIBLE PREFERRED STOCK

On January 9, 2013, the Board of Directors authorized the issuance of up to 4,200 shares of Series C Convertible Preferred Stock (the “Series C Convertible Preferred Stock”).

BIOSIG TECHNOLOGIES, INC.
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(unaudited)

The Series C convertible preferred stock is entitled to preference over holders of junior stock upon liquidation in the amount of $1,000 plus any accrued and unpaid dividends; entitled to dividends as a preference to holders of junior stock at a rate of 9% per annum of the Stated Value of $1,000 per share, payable quarterly beginning on September 30, 2013 and are cumulative. The holders of Series C preferred stock have no voting rights, however without the affirmative vote of all the holders of then outstanding shares of the Series C preferred stock, the Company cannot (a) alter or change adversely the powers, preferences or rights given to the Series C preferred stock or alter or amend the Certificate of Designation.

Each share of Series C preferred stock is convertible, at the holder's option, inclusive of any accrued and unpaid dividends, at conversion price of $1.50 (as reset).

If, at any time while the Series C preferred stock is outstanding, the Company sells or grants any option to purchase or sells or grants any right to re-price, or otherwise disposes of or issues any common stock or common stock equivalents entitling any Person to acquire shares of Common Stock at an effective price per share that is lower than the then conversion price ("Base Conversion Price"), then the conversion price shall be reduced to equal the Base Conversion Price. Such adjustment shall be made whenever such Common Stock or Common Stock Equivalents are issued. During 2014, the resets provisions as described above resulted in the conversion price reset to $1.50.

The Series C preferred stock contains triggering events which would require redemption at (i) the greater of 120% of the stated value of $1,000 or the product of the variable weighted average price of the Company's common stock on the trading day immediately preceding the date of the triggering event and the stated value divided by the then conversion price or (ii) either (a) redeem each Series C preferred share for a redemption price, in shares of the Company's common stock, equal to a number of shares equal to the (i) above divided by 75%. The Company determined that certain of the defined triggering events were outside the Company's control and therefore classified the Series C preferred stock outside of equity.

In connection with the sale of the Series C preferred stock, the Company issued an aggregate of 1,330,627 warrants to purchase the Company's common stock at $2.61 per share expiring five years from the initial exercise date. The warrant provides if, at any time while the warrant is outstanding, the Company sells or grants any option to purchase or sells or grants any right to re-price, or otherwise disposes of or issues any common stock or common stock equivalents entitling any person to acquire shares of common stock at an effective price per share that is lower than the then conversion price ("base conversion price"), then the conversion price shall be reduced to equal the Base Conversion Price.

Such adjustment shall be made whenever such Common Stock or Common Stock Equivalents are issued. In addition, the warrants provides for at any time after the six month anniversary of the initial exercise date, there is no effective registration statement registering, or no current prospectus available for the resale of the warrant shares by the holder, then the warrant may only be exercised, in whole or in part, at such time by means of a "cashless exercise" in which the holder shall be entitled to receive a number of Warrant Shares equal to defined formula. During 2014, the resets provisions as described above resulted in an additional 984,674 warrants issued with an exercise price reset to $1.50 all Series C warrants.

In accordance with ASC 470-20, the Company recognized an embedded beneficial conversion feature present in the Series C preferred stock when it was issued. The Company allocated the net proceeds between the intrinsic value of the conversion option ($1,303,671) and the warrants ($1,064,739) to additional paid-in capital. The aggregate debt discount, comprised of the relative intrinsic value the conversion option ($1,303,671), relative fair value of the warrants ($1,064,739), and the issuance costs ($412,590); total of $2,781,000, is amortized over one year as interest expense, the date a possible redemption feature, outside of the Company's control, would be available to the Series C stockholders.

BIOSIG TECHNOLOGIES, INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2015
(unaudited)

During the month of February 2013, the holders of previously issued convertible bridge notes converted into 600 shares of the Company's Series C 9% Convertible Preferred Stock.

During the months of February, March, May, and July 2013, the Company sold an aggregate of 2,181 shares of the Company's Series C 9% Convertible Preferred Stock for net proceeds of $1,814,910.

At the time of issuance and till March 31, 2015, the Company determined that the anti-dilutive provisions embedded in the Series C 9% Convertible Preferred Stock and related issued warrants did not meet the defined criteria of a derivative in such that the net settlement requirement of delivery of common shares does not meet the "readily convertible to cash" as described in Accounting Standards Codification 815 and therefore bifurcation is not required. There was no established market for the Company's common stock. As described in Note 6, March 31, 2015, the Company determined a market has been established for the Company's common stock and accordingly, reclassified the fair value of the embedded reset provisions of the Series C Preferred Stock and warrants of $1,242,590 and $4,097,444, respectively, from equity to liabilities.

At March 31, 2015, the Company valued the reset provisions of the Series C Preferred Stock and warrants in accordance with ASC 470-20 using the Multinomial Lattice pricing model and the following assumptions: contractual terms of 2.78 to 3.50 years, a risk free interest rate of 0.56% to 0.89%, a dividend yield of 0%, and volatility of 141.00%.

During January 2015, the Company issued an aggregate of 42,334 shares of its common stock in exchange for 50 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

During March 2015, the Company issued an aggregate of 169,334 shares of its common stock in exchange for 200 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

In April 2015, the Company issued an aggregate of 152,401 shares of its common stock in exchange for 180 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

In May 2015, the Company issued an aggregate of 273,473 shares of its common stock in exchange for 323 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

In June 2015, the Company issued an aggregate of 296,333 shares of its common stock in exchange for 350 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

For the six months ended June 30, 2015, at the time of conversions, the Company reclassified the fair value of the embedded beneficial conversion feature of the Series C 9% Convertible Preferred Stock of $506,348 from liability to equity. The fair values were determined using a Multinomial Lattice pricing model and the following assumptions: estimated contractual terms of 2.00 years, a risk free interest rate of 0.23% to 0.27%, a dividend yield of 0%, and volatility from 139% to 140.00%.

On May 11, 2015, the Company sold an aggregate of 450 shares of its Series C 9% Convertible Preferred Stock for net proceeds of $450,000. In connection with the sale, the Company issued 374,641 warrants to purchase the Company's common stock at a $1.50 per share for five years with certain reset provisions as described above. The Company determined the initial fair values of the embedded beneficial conversion feature of the Series C 9% Convertible Preferred Stock and the reset provisions of the related issued warrants $506,348 and $334,784, respectively, using a Multinomial Lattice pricing model and the following assumptions: estimated contractual terms of 2.00 years, a risk free interest rate of 0.25%, a dividend yield of 0%, and volatility of 140.00%. The determined fair values were recorded as liabilities and a charge to current period operations.

BIOSIG TECHNOLOGIES, INC.
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JUNE 30, 2015
(unaudited)

Series C preferred stock issued and outstanding totaled 2,058 and 2,711 as of June 30, 2015 and December 31, 2014, respectively. As of June 30, 2015 and December 31, 2014, the Company has accrued $338,728 and $445,069 dividends payable on the Series C preferred stock.

Registration Rights Agreement

The Company entered into a Registration Rights Agreement in connection with the sale and issuance of the Series C preferred stock. The Company is required to file a registration statement registering for resale the (a) common stock issuable upon conversion in full of the Preferred Stock (assuming on such date the shares of Preferred Stock are converted in full without regard to any conversion limitations therein), (b) all shares of Common Stock issuable as dividends and “Make-Whole Payments” (as defined in the Certificate of Designation) on the Preferred Stock assuming all dividend and Make-Whole Payments are made in shares of Common Stock and the Preferred Stock is held for at least 3 years, (c) all warrant shares then issuable upon exercise of the Warrants (assuming on such date the warrants are exercised in full without regard to any exercise limitations therein), (d) any additional shares of Common Stock issuable in connection with any anti-dilution provisions in the Preferred Stock or the Warrants (in each case, without giving effect to any limitations on conversion set forth in the Certificate of Designation or limitations on exercise set forth in the Warrants) and (e) any securities issued or then issuable upon any stock split, dividend or other distribution, recapitalization or similar event with respect to the foregoing. The Company is required to file a registration statement and must be declared effective no later than 210 days from the date of termination of the sale the Series C preferred stock.

The Company was required to maintain the effectiveness of the registration statement from its effective date unless all securities registered under the registration statement have been sold or are otherwise able to be sold. If the Company failed to comply with the registration statement effective date requirements, the Company is required to pay the investors a fee equal to 0.25% of the Purchaser’s investment, for each 30-day period of delay, subject to a maximum payment of 3% to each Purchaser.

On June 23 2014, the Company became effective and met its required filing requirement. The Company did not meet the effectiveness obligation by November 22, 2013. As a result, the Company accrued $55,620 as interest expense for liquidating damages due under the registration rights agreement as of December 31, 2014. At June 30, 2015, the Company estimated the liability at $-0- and therefore recorded the change to current period operations.

NOTE 5 – WARRANT AND DERIVATIVE LIABILITIES

At the time of issuance and till March 31, 2015, the Company determined that the anti-dilutive provisions embedded in the Series C 9% Convertible Preferred Stock and related warrants (see Note 5) did not meet the defined criteria of a derivative in such that the net settlement requirement of delivery of common shares does not meet the “readily convertible to cash” as described in Accounting Standards Codification 815 and therefore bifurcation was not required. There was no established market for the Company’s common stock. As of March 31, 2015, the Company determined a market had been established for the Company’s common stock and accordingly, reclassified from equity to liability treatment the fair value of the embedded reset provisions of the Series C Preferred Stock and warrants of $1,242,590 and $4,097,444, respectively. .

The Company valued the reset provisions of the Series C Convertible Preferred Stock and warrants in accordance with ASC 470-20 using the Multinomial Lattice pricing model and the following assumptions: estimated contractual terms, a risk free interest rate of 0.56% to 0.89, a dividend yield of 0%, and volatility of 141.00%.

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At June 30, 2015, the Company marked to market the fair value of the reset provisions of the Series C 9% Convertible Preferred Stock and warrants and determined fair values of $897,961 and $4,056,531, respectively. The Company recorded a gain from change in fair value of derivatives of $198,563 for the three and six months ended June 30, 2015. The fair values of the embedded derivatives were determined using the Multinomial Lattice pricing model and the following assumptions: estimated contractual term of 2.00 years, a risk free interest rate of 0.28, a dividend yield of 0%, and volatility of 140.00%.

NOTE 6 – STOCKHOLDER EQUITY

Preferred stock

The Company is authorized to issue 1,000,000 shares of $0.001 par value preferred stock. As of June 30, 2015 and December 31, 2014, the Company has designated 200 shares of Series A preferred stock, 600 shares of Series B preferred stock and 4,200 , shares of Series C preferred stock. As of June 30, 2015 and December 31, 2014, there were no outstanding shares of Series A and Series B preferred stock.

During January 2015, the Company issued an aggregate of 42,334 shares of its commons stock in exchange for 50 shares of the Company's Series C 9% Convertible preferred stock and accrued dividends.

During March 2015, the Company issued an aggregate of 169,334 shares of its commons stock in exchange for 200 shares of the Company's Series C 9% Convertible preferred stock and accrued dividends.

In April 2015, the Company issued an aggregate of 152,401 shares of its common stock in exchange for 180 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

On May 11, 2015, the Company sold an aggregate of 450 shares of its Series C 9% Convertible Preferred Stock for net proceeds of $450,000. In connection with the sale, the Company issued 374,641 warrants to purchase the Company's common stock at a $1.50 per share for five years with certain reset provisions.

In May 2015, the Company issued an aggregate of 273,473 shares of its common stock in exchange for 323 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

In June 2015, the Company issued an aggregate of 296,333 shares of its common stock in exchange for 350 shares of the Company's Series C 9% Convertible Preferred Stock and accrued dividends.

Cumulatively, the Company exchanged 1,003 shares of the Company's Series C 9% Convertible Stock and dividends with a recorded value of $1,400,810 for 933,875 shares of common stock.

As of June 30, 2015 and December 31, 2014, the Company has 2,058 and 2,711 Series C 9% Convertible Preferred Stock issued and outstanding.

Common stock

The Company is authorized to issue 50,000,000 shares of $0.001 par value common stock. As of June 30, 2015 and December 31, 2014, the Company has 14,499,535 and 11,179,266 shares issued and outstanding, respectively.

During the six months ended June 30, 2015, the Company issued an aggregate of 870,000 shares of common stock under the terms of its 2012 Equity Plan for services rendered totaling $2,213,900 ($2.54 average per share).

During the six months ended June 30, 2015, the Company issued 10,000 shares of common stock in exchange for options exercised at $2.09 per share.

During the six months ended June 30, 2015, the Company issued an aggregate of 8,082 shares of common stock in exchange for warrants exercised at an average price of $3.09 per share.

During the six months ended June 30, 2015, the Company issued 99,552 shares of common stock in exchange for 156,102 warrants exercised on a cashless basis.

During the six months ended June 30, 2015, the Company entered into securities purchase agreements with investors pursuant to which the Company issued 1,398,760 shares of common stock and warrants for aggregate proceeds of $3,042,213, net of $454,687 in expenses.

In connection with the securities purchase agreements described above, the Company entered into a registration rights agreement whereas the Company is required to file a registration statement registering for resale the a) all of the purchase agreement Shares, (b) all investor warrant Shares then issuable upon exercise of the investor warrants, (c) the shares of common stock underlying the investment banker warrants; (d) any additional shares of Common Stock issuable in connection with any anti-dilution provisions in the investor warrants and the investment banker warrants (e) any securities issued or then issuable upon any stock split, dividend or other distribution, recapitalization or similar event with respect to the foregoing. The Company is required to file a registration statement the 45 days following the final closing date and must be declared effective no later than 180 days from the filing date. On May 20, 2015, the Company filed the required registration statement and on June 12, 2015, became effective meeting both requirements.

The Company is required to maintain the effectiveness of the registration statement from its effective date unless all securities registered under the registration statement have been sold or are otherwise able to be sold. If the Company failed to comply with the registration statement filing and effective date requirements, the Company is required to pay the investors a fee equal to 1% of the Purchaser's investment, for each 30-day period of delay, subject to a maximum payment of 6% to each Purchaser.

Stock based payable

The Company is obligated to issue shares of its common stock to board members and consultants for past and future services. The estimated liability as of March 31, 2015 and December 31, 2014 of $132,684 and $226,305 was determined based on services rendered for past services as of March 31, 2015 and December 31, 2014, respectively.

As of June 30, 2015, the Company is obligated to issue an aggregate of 89,000 shares of its common stock. These shares were considered issued as of the date of obligation in determining the weighted average number of outstanding shares used in the basic loss per common share calculation.

NOTE 7 – OPTIONS, RESTRICTED STOCK UNITS AND WARRANTS

On October 19, 2012, the Company's Board of Directors approved the 2012 Equity Incentive Plan ("the "2012 Plan) and terminated the Long-Term Incentive Plan (the "2011 Plan"). The Plan provides for the issuance of options to purchase up to 11,686,123,(as amended) shares of the Company's common stock to officers, directors, employees and consultants of the Company (as amended). Under the terms of the Plan the Company may issue Incentive Stock Options as defined by the Internal Revenue Code to employees of the Company only and nonstatutory options. The Board of Directors of the Company determines the exercise price, vesting and expiration period of the grants under the Plan. However, the exercise price of an Incentive Stock Option should not be less than 110% of fair value of the common stock at the date of the grant for a 10% or more stockholder and 100% of fair value for a grantee who is not 10% stockholder. The fair value of the common stock is determined based on quoted market price or in absence of such quoted market price, by the Board of Directors in good faith.

Additionally, the vesting period of the grants under the Plan will be determined by the Committee, in its sole discretion, and expiration period not more than ten years. The Company reserved 1,250,000 shares of its common stock for future issuance under the terms of the Plan.

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During the six months ended June 30, 2015, the Company granted an aggregate of 1,350,000 options to officers, directors and key consultants.

The following table presents information related to stock options at June 30, 2015:

Options Outstanding			Options Exercisable
Exercise Price	Number of Options	Weighted Average Remaining Life In Years	Exercisable Number of Options
$ 1.01-2.00	1,094,642	5.5	639,142
2.01-3.00	5,935,548	6.8	3,861,875
3.01-4.00	300,000	9.8	300,000
	7,330,190	6.7	4,801,017

A summary of the stock option activity and related information for the 2012 Plan for the six months ended June 30, 2015 is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2015	5,990,190	$ 2.25	6.7	3,267,692
Grants	1,350,000	2.75	10.0	-
Exercised	(10,000)	2.09		
Canceled	-			
Outstanding at June 30, 2015	7,330,190	$ 2.26	6.7	$ 860,542
Exercisable at June 30, 2015	4,801,017	$ 2.25	6.2	$ 601,896

The aggregate intrinsic value in the preceding tables represents the total pretax intrinsic value, based on options with an exercise price less than the Company's estimated market stock price of $2.30 as of June 30, 2015, which would have been received by the option holders had those option holders exercised their options as of that date.

Option valuation models require the input of highly subjective assumptions. The fair value of stock-based payment awards was estimated using the Black-Scholes option model with a volatility figure derived from an index of historical stock prices of comparable entities until sufficient data exists to estimate the volatility using the Company's own historical stock prices. Management determined this assumption to be a more accurate indicator of value. The Company accounts for the expected life of options based on the contractual life of options for non-employees. For employees, the Company accounts for the expected life of options in accordance with the "simplified" method, which is used for "plain-vanilla" options, as defined in the accounting standards codification. The risk-free interest rate was determined from the implied yields of U.S. Treasury zero-coupon bonds with a remaining life consistent with the expected term of the options. The fair value of stock-based payment awards during the six months ended June 30, 2015 was estimated using the Black-Scholes pricing model.

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In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the number of vested options as a percentage of total options outstanding.

During the six months ended June 30, 2015, the Company granted an aggregate of 1,350,000 options to purchase the Company stock in connection with the services rendered at the exercise prices from $2.00 to $3.99 per share for a term of seven years. Vesting is as follows:

450,000	50% immediately, 50% at first year anniversary
130,000	1/4 per quarter, over one year
65,000	50%, immediately, 50% performance contingent
300,000	1/12 per month beginning first month anniversary
405,000	Exercisable immediately
1,350,000	

The fair value of the granted options for six months ended June 30, 2015 was determined using the Black Scholes option pricing model with the following assumptions:

Dividend yield:	-0-%
Volatility	129.54% to 130.30%
Risk free rate:	1.19% to 2.37%
Expected life:	7 to 10 years
Estimated fair value of the Company's common stock	$ 1.99 to $3.99
Estimated forfeiture rate	0%

On April 22, 2015, the Company issued 10,000 shares of common stock in exchange for options exercised at $2.09 per share.

The fair value of all options vesting during the three and six months ended June 30, 2015 of $2,157,938 and $2,956,727, respectively, and during the three and six months ended June 30, 2014 of $212,495 and $556,332, respectively, was charged to current period operations. Unrecognized compensation expense of $2,674,190 at June 30, 2015 will be expensed in future periods.

Restricted Stock

The following table summarizes the restricted stock activity for the six months ended June 30, 2015:

Restricted shares issued as of January 1, 2015	-
Granted	175,000
Total Restricted Shares Issued at June 30, 2015	175,000
Vested at December 31, 2014	(-)
Unvested restricted shares as of June 30, 2015	175,000

Stock based compensation expense related to restricted stock grants was $137,630 for the three and six months ended June 30, 2015; $-0- for the three and six months ended June 30, 2014. As of June 30, 2015, the stock-based compensation relating to restricted stock of $254,370 remains unamortized.

Warrants

The following table summarizes information with respect to outstanding warrants to purchase common stock of the Company, all of which were exercisable, at June 30, 2015:

Exercise Price	Number Outstanding	Expiration Date
$ 0.001	383,320	January 2020
$ 1.50	3,940,057	February 2018 to September 2018
$ 1.84	35,076	January 2020
$ 2.02	30,755	January 2020
$ 2.50	1,599,600	July 2015
$ 2.75	228,720	August 2019 to September 2019
$ 3.67	214,193	December 2018 to January 2019
$ 3.75	1,340,556	April 2019 to March 2020
	7,772,277	

On January 23, 2015, the Company issued an aggregate of 428,400 and 321,300 warrants to purchase the Company's common stock at $2.50 and $3.75 per share, respectively, expiring on July 31, 2015 and March 31, 2020, respectively, in connection with the sale of the Company's common stock.

On February 10, 2015, the Company issued an aggregate of 337,000 and 252,750 warrants to purchase the Company's common stock at $2.50 and $3.75 per share, respectively, expiring on July 31, 2015 and March 31, 2020, respectively, in connection with the sale of the Company's common stock.

On February 27, 2015, the Company issued an aggregate of 223,000 and 167,250 warrants to purchase the Company's common stock at $2.50 and $3.75 per share, respectively, expiring on July 31, 2015 and March 31, 2020, respectively, in connection with the sale of the Company's common stock.

On March 31, 2015, the Company issued an aggregate of 410,360 and 307,770 warrants to purchase the Company's common stock at $2.50 and $3.75 per share, respectively, expiring on July 31, 2015 and March 31, 2020, respectively, in connection with the sale of the Company's common stock.

On April 15, 2015, the Company issued 99,552 shares of common stock in exchange for 156,102 warrants exercised on a cashless basis.

On May 5, 2015, the Company issued 4,082 shares of common stock in exchange for 4,082 warrants exercised at $3.67 per share.

On May 8, 2015, the Company issued 4,000 shares of common stock in exchange for 4,000 warrants exercised at $2.50 per share.

On May 11, 2015, the Company issued an aggregate of 374,641 warrants to purchase the Company's common stock at $1.50 per share expiring on May 11, 2020 in connection with the sale of the Company's Series A 9% Convertible Preferred stock.

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A summary of the warrant activity for the six months ended June 30, 2015 is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2015	5,113,990	$ 1.71	3.6	6,041,436
Grants	2,822,471	2.45	2.4	-
Exercised	(164,184)	1.58		
Canceled				
Outstanding at June 30, 2015	7,772,277	$ 2.14	3.0	$ 4,058,045
Vested and expected to vest at June 30, 2015	7,772,277	$ 2.14	2.8	$ 4,058,045
Exercisable at June 30, 2015	7,772,277	$ 2.14	2.8	$ 4,058,045

The aggregate intrinsic value in the preceding tables represents the total pretax intrinsic value, based on options with an exercise price less than the Company's estimated market stock price of $2.30 as of June 30, 2015, which would have been received by the option holders had those option holders exercised their options as of that date.

NOTE 8 – FAIR VALUE MEASUREMENT

The Company adopted the provisions of Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10"). ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

All items required to be recorded or measured on a recurring basis are based upon level 3 inputs.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

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Upon adoption of ASC 825-10, there was no cumulative effect adjustment to beginning retained earnings and no impact on the financial statements.

The carrying value of the Company's cash and cash equivalents, accounts payable and other current assets and liabilities approximate fair value because of their short-term maturity.

As of June 30, 2015 or December 31, 2014, the Company did not have any items that would be classified as level 1 or 2 disclosures.

The Company recognizes its derivative and warrant liabilities as level 3 and values its derivatives using the methods discussed in Note 6. While the Company believes that its valuation methods are appropriate and consistent with other market participants, it recognizes that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The primary assumptions that would significantly affect the fair values using the methods discussed in Note 6 are that of volatility and market price of the underlying common stock of the Company.

As of June 30, 2015 and December 31, 2014, the Company did not have any derivative instruments that were designated as hedges.

The derivative and warrant liability as of June 30, 2015, in the amount of $897,961 and $4,056,531 has a level 3 classification, respectively.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of June 30, 2015:

	Warrant Liability	Derivative
Balance, December 31, 2014	$ -	$ -
Total (gains) losses		
Initial fair value of derivative at March 31, 2015, reclassified from equity	-	1,242,590
Initial fair value of warrant liability at March 31, 2015, reclassified from equity	4,097,444	-
Initial fair value of derivative at date of issuance of Series A 9% Convertible Preferred stock	-	250,540
Initial fair value of warrant liability at the date of issuance	334,784	-
Transfers out due to conversion of Series A 9% Convertible Preferred stock	-	(506,348)
Transfers out due to exercise of warrants	(265,955)	-
Mark to market to June 30, 2015	(109,742)	(88,821)
Balance, June 30, 2015	$ 4,056,531	$ 897,961
Gain on change in warrant and derivative liabilities for the six months ended June 30, 2015	$ 109,742	$ 88,821

Fluctuations in the Company's stock price are a primary driver for the changes in the derivative valuations during each reporting period. As the stock price increases for each of the related derivative instruments, the value to the holder of the instrument generally increases, therefore increasing the liability on the Company's balance sheet. Additionally, stock price volatility is one of the significant unobservable inputs used in the fair value measurement of each of the Company's derivative instruments.

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NOTE 9 – SUBSEQUENT EVENTS

On July 7, 2015, the Company issued 37,500 shares of its common stock to consultants for services rendered.

On July 17, 2015, the Company issued 169,333 shares of its common stock in exchange for 200 shares of its Series C 9% Convertible Preferred Stock and accrued dividends.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions. Factors that could cause differences include, but are not limited to, expected market demand for our products, fluctuations in pricing for materials, and competition.

Business Overview

We are a development stage medical device company that is developing a proprietary technology platform to minimize noise and artifacts from cardiac recordings during electrophysiology studies and ablation. We are developing the PURE EP System, a surface electrocardiogram and intracardiac multichannel recording and analysis system that acquires, processes and displays electrocardiogram and electrograms required during electrophysiology studies and ablation procedures.

The PURE (Precise Uninterrupted Real-time evaluation of Electrograms) EP System is designed to assist electrophysiologists in making clinical decisions in real-time by providing information that, we believe, is not easily obtained, if at all, from any other equipment presently used in electrophysiology labs. PURE EP System's ability to acquire high fidelity cardiac signals will potentially increase these signals' diagnostic value, and therefore offer improved accuracy and efficiency of the EP studies and related procedures.

We are developing signal processing tools within the PURE EP System, which we call confidence indexes. We believe that these will assist electrophysiologists in further differentiating true signals from noise, and will provide guidance in identifying ablation targets.

Since June 2011, we have collaborated with physicians affiliated with the Texas Cardiac Arrhythmia Institute at St. David's Medical Center in Austin, Texas for initial technology validation. The physicians affiliated with the Texas Cardiac Arrhythmia Institute has provided us with digital recordings obtained with conventional electrophysiology recording systems during different stages of electrophysiology studies. Using our proprietary signal processing tools that are part of the PURE EP System, we analyzed these recordings and successfully removed baseline wander, noise and artifacts from the data thereby providing better diagnostic quality signals.

We are focused on improving the quality of cardiac recordings obtained during ablation of atrial fibrillation, the most common cardiac arrhythmia, and ventricular tachycardia, an arrhythmia evidenced by a fast heart rhythm originating from the lower chambers of the heart, which can be life-threatening. Cardiac ablation is a procedure that corrects conduction of electrical impulses in the heart that cause arrhythmias. During this invasive procedure, a catheter is usually inserted using a venous access into a specific area of the heart. A special radiofrequency generator delivers energy through the catheter to small areas of the heart muscle that cause the abnormal heart rhythm.

According to a 2009 article in *Circulation: Arrhythmia and Electrophysiology*, ablation is superior to pharmacological treatments and is becoming a first line of therapy for certain patients with arrhythmias ("Treatment of Atrial Fibrillation With Antiarrhythmic Drugs or Radiofrequency Ablation," *Circulation: Arrhythmia and Electrophysiology* 2: 349-361 (2009)).

Our overall goal is to establish our proprietary technology as a new platform that will have the following advantages over the electrophysiology recording systems currently available on the market:

- Higher quality cardiac signal acquisition for accurate and more efficient electrophysiology studies;
- Precise, uninterrupted, real time evaluations of electrograms;
- Reliable cardiac recordings to better determine precise ablation targets, strategy and end point of procedures; and
- A portable device that can be fully integrated into existing electrophysiology lab environments.

If we are able to develop our product as designed, we believe that the PURE EP System and its signal processing tools will contribute to an increase in the number of procedures performed in each electrophysiology lab and possibly improved patient outcomes.

Our significant scientific achievements to date include:

- Initial system concept validation has been performed in collaboration with physicians at the Texas Cardiac Arrhythmia Institute at St. David's Medical Center in Austin, Texas in June 2011. The Texas Cardiac Arrhythmia Institute provided challenging recordings obtained with electrophysiology recording systems presently in use at the institute during various electrophysiology studies. Our technology team successfully imported the data into the PURE EP System software and using proprietary signal processing, the PURE EP System software was able to reduce baseline wander, noise, and artifacts from the data and therefore provide better diagnostic quality signals.
- We have established clinical and/or advisory relationships for both technology development and validation studies with physicians and researchers affiliated with the following medical centers: Texas Cardiac Arrhythmia Institute, Austin, TX; Cardiac Arrhythmia Center at the University of California at Los Angeles, Los Angeles, CA; Mount Sinai Medical Center, New York, NY; Beaumont Medical Center, Detroit, MI; University Hospitals Case Medical Center, Cleveland, OH; The Heart Rhythm Institute, University of Oklahoma Health Sciences Center, Oklahoma City, OK; and Mayo Clinic in Rochester, MN.
- As part of our pre-clinical trials, physicians affiliated with the Texas Cardiac Arrhythmia Institute, University Hospitals Case Medical Center and Mount Sinai Medical Center provide us with recordings from challenging ablation procedures, mainly for ventricular tachycardia and atrial fibrillation, where the attending electrophysiologists face clinical dilemmas with the recordings obtained by their current recording systems. We believe that the recordings that the PURE EP System software has provided them, which show a reduction in baseline wander, noise, and artifacts, are of higher diagnostic value than the original recordings.
- The Cardiac Arrhythmia Center at the University of California at Los Angeles and Dr. Kalyanam Shivkumar have played a significant role in the initial functional testing of our hardware. Dr. Shivkumar and his team have enabled us to learn the connectivity of the lab and its devices that pertain to where our PURE EP System will fit in. In June 2013, we commenced our first proof of concept pre-clinical study with the assistance of Dr. Shivkumar in order to further test the components of the PURE EP System hardware, as further explained below.
- We are developing a confidence index that will assist electrophysiologists in further differentiating true signals from noise, which may potentially provide guidance in identifying ablation targets. The confidence index is expected to be an integral part of the software of the PURE EP System, which we believe will significantly facilitate the locating of ablation targets.

- In the second and third quarters of 2013, we performed and finalized testing of our proof of concept unit by initially using an electrocardiogram/intracardiac simulator at our lab, and subsequently by obtaining pre-clinical recordings from the lab at the University of California at Los Angeles. As part of the testing, we simultaneously recorded electrocardiogram and intracardiac signals on our proof of concept unit and GE's CardioLab recording system. An identical signal was applied to the input of both systems and the monitor of our proof of concept unit was positioned next to the monitor of GE's CardioLab recording system to allow for visual comparison. We believe that our proof of concept unit performed well as compared to GE's CardioLab recording system, in that the electrocardiogram and intracardiac signals displayed on our proof of concept unit showed less baseline wander, noise and artifacts compared to signals displayed on GE's CardioLab recording system. However, because this was a proof of concept test, without any clearly established protocols, we cannot present this data for publication and we do not have any independent verification or peer review of these findings.

- In the third quarter of 2013, we analyzed the results of our proof of concept unit to determine the final design of the PURE EP System prototype. Because the proof of concept unit was designed to verify the capabilities of the main components of the PURE EP System, we established a list of tasks necessary to complete the prototype (which we intend to use for end-user preference studies, pre-clinical studies and in-human recordings). The PURE EP System prototype is presently assembled.

- In the fourth quarter of 2014, we appointed Dr. Samuel J. Asirvatham from Mayo Clinic as a member of our Scientific Advisory Board and initiated plans for pre-clinical studies at Mayo Clinic.

- In the first quarter of 2015, we appointed Dr. K. L. Venkatachalam from Mayo Clinic as a member of our Scientific Advisory Board. On March 31, 2015 Drs. Asirvatham and Venkatachalam performed our first pre-clinical study at the Mayo Clinic in Rochester, MN.

- On June 10, 2015, Drs. Asirvatham and Venkatachalam performed our second pre-clinical study at the Mayo Clinic in Rochester, Minnesota.

We recently completed testing of the assembled components of the PURE EP System prototype in order to validate the design of the prototype. We conducted our first and second pre-clinical studies on March 31, 2015 and June 10, 2015, respectively, at the Mayo Clinic in Rochester, Minnesota with the PURE EP System prototype. We intend to conduct our third pre-clinical study at the Cardiac Arrhythmia Center at the University of California at Los Angeles. We intend to conduct further pre-clinical studies, end-user preference studies, and research studies. The main objective of these studies is to demonstrate the clinical potential of the PURE EP System and show its advantages as compared to electrophysiology recorders currently on the market. We have also begun planning and implementing steps for obtaining 510(k) approval from the U.S. Food and Drug Administration for the PURE EP System.

We believe that by the first half of 2016, we will have obtained 510(k) marketing clearance from the FDA and will be able to commence marketing and commercialization of the PURE EP System. Our ability to achieve the aforementioned milestones will be principally determined by our ability to obtain necessary financing and regulatory approvals, among other factors.

Because we are a development stage company, with our initial product under development, we currently do not have any customers. We anticipate that our initial customers will be hospitals and other health care facilities that operate electrophysiology labs.

Results of Operations

We anticipate that our results of operations will fluctuate for the foreseeable future due to several factors, such as the progress of our research and development efforts and the timing and outcome of regulatory submissions. Due to these uncertainties, accurate predictions of future operations are difficult or impossible to make.

Three Months Ended June 30, 2015 Compared to Three Months Ended June 30, 2014

Revenues and Cost of Goods Sold. We had no revenues or cost of goods sold during the three months ended June 30, 2015 and 2014.

Research and Development Expenses. Research and development expenses for the three months ended June 30, 2015 were $328,498, an increase of $228,605, or 228.8%, from $99,893 for the three months ended June 30, 2014. This increase is primarily due to increase in activity level and increased personnel and consulting expenses.

General and Administrative Expenses. General and administrative expenses for the three months ended June 30, 2015 were $4,099,080, an increase of $3,614,578, or 746%, from $484,502 incurred in the three months ended June 30, 2014. This increase is primarily due to stock based compensation issued to employees and consultants in the current period as compared to the same period, last year.

Payroll related expenses increased to $325,641 in the current period from $291,936 for the three months ended June 30, 2014, an increase of $33,705. The increase is due to added personnel and bonus compensation paid. We incurred $3,286,899 in stock based compensation in connection with the vesting of stock and stock options issued to board members, officers, employees and consultants for the three months ended June 30, 2015 as compared to $212,495 stock based compensation for the same period in 2014.

Professional services for the three months ended June 30, 2015 totaled $184,214, an increase of $120,807, or 190.5%, over the $63,407 recognized for the three months ended June 30, 2014. Of professional services, legal fees totaled $158,714 for the three months ended June 30, 2015, an increase of $113,157, or 248.39%, from $45,557 incurred for the three months ended June 30, 2015. Accounting fees incurred in the three months ended June 30, 2015 amounted to $25,500, an increase of $7,750, or 43.7%, from $17,750 incurred in same period last year. The significant increase in professional service fees was primarily related to legal and auditing fees incurred associated with our registration statements filed in the current period.

Consulting and investor relations fees for the three months ended June 30, 2015 was $156,612 as compared to $-0- incurred for the three months ended June 30, 2014. During the three months ended June 30, 2015, costs incurred relate to us becoming public company.

Travel, meals and entertainment costs for the three months ended June 30, 2015 were $111,310, an increase of $86,721, or 352.7%, from $24,589 incurred in the three months ended June 30, 2014. Travel, meals and entertainment costs include travel related to business development and financing Rent for the three months ended June 30, 2015 totaled $28,846, an increase of $10,217 or 54.8%, from $18,629 incurred in three months ended June 30, 2014, primarily due to expansion to our corporate office in Minnesota.

Depreciation Expense. Depreciation expense for the three months ended June 30, 2015 totaled $2,481, a decrease of $1,653, or 40.0%, over the expense of $4,134 incurred in the three months ended June 30, 2014, as a result of the aging of office computers and other equipment.

Gain on change in fair values of derivatives. Beginning in March 2015, we are required to estimate the fair value of the embedded beneficial conversion features of our issued Series C 9% Convertible Preferred stock and certain warrants with reset (anti-dilution) provisions. During the three months ended June 30, 2015, we incurred a gain on change in fair values of these derivatives of $198,563 as compared to $-0- for the same period, last year.

Interest Expense. Interest expense for the three months ended June 30, 2015 totaled $184, a decrease of $7,774 from interest expense of $7,958 incurred during the same period last year. In the three months ended June 30 2015 and 2014, our interest costs were comprised primarily related to credit card financing charges.

Financing Costs. Financing costs for the three months ended June 30, 2015 totaled $529,704 from $190,731 incurred during the three months ended June 30, 2014. Financing costs were primarily related to the fees paid related to the issuance of our Series A and Series B Preferred Stock in 2011 and 2012 and a beneficial conversion feature in our Series C Preferred Stock. During 2015, upon issuance of additional Series C 9% Convertible Preferred and associated warrants, we incurred additional financing costs related to the conversion features.

Preferred Stock Dividend. Preferred stock dividend for the three months ended June 30, 2015 totaled $112,073, an increase of $28,850, or 34.7% from $83,223 incurred during the three months ended June 30, 2014. Preferred stock dividends are primarily related to the issuance of our Series A, Series B and Series C Preferred Stock from 2011 through 2013. In second quarter of 2014, the Series A and Series B Preferred Stock was converted to common. The increase in the current period is primarily due to our requirement of a “make whole” dividend payment upon the Series C conversions.

Net Loss. As a result of the foregoing, net loss for the three months ended June 30, 2015 was $4,873,457, compared to a net loss of $870,441 for the three months ended June 30, 2014.

Six Months Ended June 30, 2015 Compared to Six Months Ended June 30, 2014

Revenues and Cost of Goods Sold. We had no revenues or cost of goods sold during the six months ended June 30, 2015 and 2014.

Research and Development Expenses. Research and development expenses for the six months ended June 30, 2015 were $630,577, an increase of $408,533, or 185.0%, from $222,044 for the six months ended June 30, 2014. This increase is primarily due to increase in activity level and increased personnel and consulting expenses.

General and Administrative Expenses. General and administrative expenses for the six months ended June 30, 2015 were $6,845,933, an increase of $5,759,866, or 530%, from $1,086,067 incurred in the six months ended June 30, 2014. This increase is primarily due to stock based compensation issued to employees and consultants in the current period as compared to the same period, last year.

Payroll related expenses decreased to $649,258 in the current period from $719,408 for the six months ended June 30, 2014, a decrease of $70,150 The increase is due to hiring bonus compensation paid in the prior year. We incurred $5,341,374 in stock based compensation in connection with the vesting of stock and stock options issued to board members, officers, employees and consultants for the six months ended June 30, 2015 as compared to $556,332 stock based compensation for the same period in 2014.

Professional services for the six months ended June 30, 2015 totaled $257,564, an increase of $84,242, or 48.6%, over the $173,322 recognized for the six months ended June 30, 2014. Of professional services, legal fees totaled $193,564 for the six months ended June 30, 2015, an increase of $72,722, or 60.2%, from $120,842 incurred for the six months ended June 30, 2014. Accounting fees incurred in the six months ended June 30, 2015 amounted to $64,000, an increase of $11,620, or 22.2%, from $52,380 incurred in same period last year. The significant increase in professional service fees was primarily related to legal and auditing fees incurred associated with our registration statements filed in the current period.

Consulting and investor relations fees for the six months ended June 30, 2015 was $312,402 as compared to $133,502 incurred for the six months ended June 30, 2014. During the six months ended June 30, 2015, costs incurred relate to us becoming public company.

Travel, meals and entertainment costs for the six months ended June 30, 2015 were $164,746, an increase of $122,417, or 289.2%, from $42,329 incurred in the six months ended June 30, 2014. Travel, meals and entertainment costs include travel related to business development and financing. Rent for the six months ended June 30, 2015 totaled $51,360, an increase of $15,807 or 44.4%, from $35,553 incurred in six months ended June 30, 2014, primarily due to expansion to our corporate office in Minnesota.

Depreciation Expense. Depreciation expense for the six months ended June 30, 2015 totaled $5,341, a decrease of $3,228, or 37.7%, over the expense of $8,569 incurred in the six months ended June 30, 2014, as a result of the aging of office computers and other equipment.

Gain on change in fair values of derivatives. Beginning in March 2015, we are required to estimate the fair value of the embedded beneficial conversion features of our issued Series C 9% Convertible Preferred stock and certain warrants with reset (anti-dilution) provisions. During the six months ended June 30, 2015, we incurred a gain on change in fair values of these derivatives of $198,563 as compared to $-0- for the same period, last year.

Interest Expense. Interest expense for the six months ended June 30, 2015 totaled $1,298, a decrease of $7,758 from interest expense of $9,056 incurred during the same period last year. In the six months ended June 30 2015 and 2014, our interest costs were comprised primarily related to credit card financing charges.

Financing Costs. Financing costs for the six months ended June 30, 2015 totaled $529,704 from $579,016 incurred during the six months ended June 30, 2014. Financing costs were primarily related to the fees paid related to the issuance of our Series A and Series B Preferred Stock in 2011 and 2012 and a beneficial conversion feature in our Series C Preferred Stock. During 2015, upon issuance of additional Series C 9% Convertible Preferred and associated warrants, we incurred additional financing costs related to the conversion features.

Preferred Stock Dividend. Preferred stock dividend for the six months ended June 30, 2015 totaled $191,468, an increase of $24,221, or 14.5% from $167,247 incurred during the six months ended June 30, 2014. Preferred stock dividends are primarily related to the issuance of our Series A, Series B and Series C Preferred Stock from 2011 through 2013. In second quarter of 2014, the Series A and Series B Preferred Stock was converted to common. The increase in the current period is primarily due to our requirement of a “make whole” dividend payment upon the Series C conversions.

Net Loss. As a result of the foregoing, net loss for the six months ended June 30, 2015 was $8,005,758, compared to a net loss of $2,071,999 for the six months ended June 30, 2014.

Liquidity and Capital Resources

Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2014

As of June 30, 2015, we had a working capital deficit of $4,345,653, comprised of cash of $1,197,239 and prepaid expenses of $149,542, which was offset by $266,530 of accounts payable and accrued expenses, stock based payable of $132,684, accrued dividends on preferred stock issuances of $338,728 and an aggregate of $4,954,492 of warrant and derivative liabilities. For the six months ended June 30, 2015, we used $2,569,053 of cash in operating activities and $11,583 of cash in investing activities. Cash provided by financing activities totaled $3,538,094, comprised of proceeds from the sale of our common stock of $3,042,213, proceeds from sale of our Series A Preferred stock of $450,000 and proceeds from exercise of options and warrants of $45,881. In the comparable period in 2014, $732,666 was raised through the sale of our common stock, net with repayments of related party advances of $30,281. At June 30, 2015, we had cash of $1,197,239 compared to $42,188 at June 30, 2014. Our cash is held in bank deposit accounts. At June 30, 2015 and December 31, 2014, we had no convertible debentures outstanding.

Cash used in operations for the six months ended June 30, 2015 and 2014 was $2,569,053 and $962,384, respectively, which represent cash outlays for research and development and general and administrative expenses in such periods. Increase in cash outlays principally resulted from 1) increased research and development and general and administrative expenses due to the continued development of our operations and 2) reduction of our outstanding accounts payable by $287,495.

We used $11,583 cash for investing activities for the six months ended June 30, 2015, compared to $-0- for the six months ended June 30, 2014. During the six months ended June 30, 2015, we purchased office furniture and computer equipment of $8,971 and paid a long term lease deposit of $2,612.

December 2014 Private Placement

On December 19, 2014, we entered into a unit purchase agreement with certain accredited investors, pursuant to which we issued and sold, in multiple closings occurring on each of December 19, 2014, December 30, 2014, January 23, 2015, February 10, 2015, February 27, 2015 and March 31, 2015 an aggregate of 40.09 units, which consisted of, in the aggregate, 1,603,600 shares of our common stock, “A” warrants to purchase 1,603,600 shares of our common stock at an exercise price of $2.50 and “B” warrants to purchase 801,800 shares of our common stock at an exercise price of $3.75 per share, in exchange for aggregate gross proceeds of $4,009,000. As consideration for serving as our placement agent in connection with the private placement, we issued to Laidlaw & Company (UK) Ltd. “B” warrants to purchase an aggregate of 385,100 shares of common stock at an exercise price of $3.75 per share and paid cash fees equal to $481,110.

In their report dated February 20, 2015, our independent registered public accounting firm stated at December 31, 2014, there is substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is an issue raised due to our net losses and negative cash flows from operations since inception and our expectation that these conditions will continue for the foreseeable future. In addition, we will require additional financing to fund future operations. Further, we do not have any commercial products available for sale and have not generated revenues to date, and there is no assurance that, if approval of our products is received, we will be able to generate cash flow to fund operations. In addition, there can be no assurance that our research and development will be successfully completed or that any product will be approved or commercially viable. Our ability to continue as a going concern is subject to our ability to obtain necessary funding from outside sources, including obtaining additional funding from the sale of our securities, obtaining loans from various financial institutions or being awarded grants from government agencies, where possible. Our continued net operating losses increase the difficulty in meeting such goals and there can be no assurances that such methods will prove successful.

Our Series C Preferred Stock contains triggering events which would, among other things, require redemption (i) in cash, at the greater of (a) 120% of the stated value of $1,000 or (b) the product of (I) the variable weighted average price of our common stock on the trading day immediately preceding the date of the triggering event and (II) the stated value divided by the then conversion price or (ii) in shares of our common stock, equal to a number of shares equal to the amount set forth in (i) above divided by 75%. The triggering events include our being subject to a judgment of greater than $100,000 or our initiation of bankruptcy proceedings. If any of the triggering events contained in our Series C Preferred Stock occur, the holders of our Series C Preferred Stock may demand redemption, an obligation we may not have the ability to meet at the time of such demand. We will be required to pay interest on any amounts remaining unpaid after the required redemption of our Series C Preferred Stock, at rate equal to the lesser of 18% per annum or the maximum rate permitted by applicable law.

We expect to incur losses from operations for the near future. We expect to incur increasing research and development expenses, including expenses related to clinical trials. We expect that our general and administrative expenses will increase in the future as we expand our business development, add infrastructure and incur additional costs related to being a public company, including incremental audit fees, investor relations programs and increased professional services.

Our future capital requirements will depend on a number of factors, including the progress of our research and development of product candidates, the timing and outcome of regulatory approvals, the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims and other intellectual property rights, the status of competitive products, the availability of financing and our success in developing markets for our product candidates. We believe our existing cash will not be sufficient to fund our operating expenses and capital equipment requirements. We anticipate we will need approximately $2 million in addition to our current cash on hand to fund our operating expenses and capital equipment requirements for the next 12 months.

We will have to raise additional funds to continue our operations and, while we have been successful in doing so in the past, there can be no assurance that we will be able to do so in the future. Our continuation as a going concern is dependent upon our ability to obtain necessary additional funds to continue operations and the attainment of profitable operations.

Future financing may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses or experience unexpected cash requirements that would force us to seek alternative financing. Furthermore, if we issue additional equity or debt securities, existing holders of our securities may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our securities.

If additional financing is not available or is not available on acceptable terms, we may be required to delay, reduce the scope of or eliminate our research and development programs, reduce our commercialization efforts or obtain funds through arrangements with collaborative partners or others that may require us to relinquish rights to certain product candidates that we might otherwise seek to develop or commercialize independently.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Transactions with Related Parties

The Company’s President and shareholders have advanced funds to the Company for working capital purposes since the Company’s inception in February 2009. No formal repayment terms or arrangements exist and the Company is not accruing interest on these advances. The net amount outstanding at June 30, 2015 and December 31, 2014 was $-0-.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Research and Development.

We account for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development (“ASC 730-10”). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred.

Stock Based Compensation.

All stock-based payments to employees and to nonemployee directors for their services as directors consisted of grants of restricted stock and stock options, which are measured at fair value on the grant date and recognized in the statements of operations as compensation expense over the relevant vesting period. Restricted stock payments and stock-based payments to nonemployees are recognized as an expense over the period of performance.

Such payments are measured at fair value at the earlier of the date a performance commitment is reached or the date performance is completed. In addition, for awards that vest immediately and are non-forfeitable, the measurement date is the date the award is issued.

On October 29, 2014, our common stock commenced trading on OTCQB under the symbol “BSGM.” Fair value is typically determined by the closing price of our common stock on the date of the award.

Income Taxes.

Deferred income tax assets and liabilities are determined based on the estimated future tax effects of net operating loss and credit carryforwards and temporary differences between the tax basis of assets and liabilities and their respective financial reporting amounts measured at the current enacted tax rates. We record an estimated valuation allowance on our deferred income tax assets if it is not more likely than not that these deferred income tax assets will be realized. We recognize a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Derivative and Warrant Liabilities.

We account for derivative instruments in accordance with ASC 815, which establishes accounting and reporting standards for derivative instruments and hedging activities, including certain derivative instruments embedded in other financial instruments or contracts and requires recognition of all derivatives on the balance sheet at fair value, regardless of hedging relationship designation. Accounting for changes in fair value of the derivative instruments depends on whether the derivatives qualify as hedge relationships and the types of relationships designated are based on the exposures hedged. At June 30, 2015 and December 31, 2014, we did not have any derivative instruments that were designated as hedges.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required under Regulation S-K for “smaller reporting companies.”

ITEM 4. CONTROLS AND PROCEDURES

a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2015, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

Not required under Regulation S-K for "smaller reporting companies."

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On January 23, 2015, the Company sold an aggregate of 428,400 shares of the Company's common stock, A" warrants to purchase 428,400 shares of our common stock at an exercise price of $2.50 and "B" warrants to purchase 214,200 shares of our common stock at an exercise price of $3.75 per share, in exchange for net proceeds of $917,465 under a December 19, 2014 unit purchase agreement with certain accredited investors.

On February 10, 2015, the Company sold an aggregate of 337,000 shares of the Company's common stock, A" warrants to purchase 337,000 shares of our common stock at an exercise price of $2.50 and "B" warrants to purchase 168,500 shares of our common stock at an exercise price of $3.75 per share, in exchange for net proceeds of $490,585 under a December 19, 2014 unit purchase agreement with certain accredited investors.

On February 27, 2015, the Company sold an aggregate of 223,000 shares of the Company's common stock, A" warrants to purchase 223,000 shares of our common stock at an exercise price of $2.50 and "B" warrants to purchase 111,500 shares of our common stock at an exercise price of $3.75 per share, in exchange for net proceeds of $168,750 under a December 19, 2014 unit purchase agreement with certain accredited investors.

On March 31, 2015, the Company sold an aggregate of 410,360 shares of the Company's common stock, A" warrants to purchase 410,360 shares of our common stock at an exercise price of $2.50 and "B" warrants to purchase 205,180 shares of our common stock at an exercise price of $3.75 per share, in exchange for net proceeds of $902,777 under a December 19, 2014 unit purchase agreement with certain accredited investors.

On May 11, 2015; the Company sold an aggregate of 450 shares of the Company's Series A 9% Convertible Preferred stock and warrants to purchase 374,641 shares of our common stock at an exercise price of $1.50 for five years under an overallotment provision under a February 6, 2013 securities purchase agreement.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.01	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101 INS	XBRL Instance Document
101 SCH	XBRL Taxonomy Extension Schema Document
101 CAL	XBRL Taxonomy Calculation Linkbase Document
101 LAB	XBRL Taxonomy Labels Linkbase Document
101 PRE	XBRL Taxonomy Presentation Linkbase Document
101 DEF	XBRL Taxonomy Extension Definition Linkbase 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.

BIOSIG TECHNOLOGIES, INC.

Date: July 28, 2015	By: /s/ GREGORY D. CASH Gregory D. Cash Chief Executive Officer (Principal Executive Officer)
Date: July 28, 2015	By: /s/ STEVEN CHAUSSY Steven Chaussy Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 31.01

CERTIFICATION

I, Gregory D. Cash, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioSig Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: July 28, 2015

/s/ GREGORY D. CASH
Gregory D. Cash
Chief Executive Officer

EXHIBIT 31.02

CERTIFICATION

I, Steven Chaussy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioSig Technologies, Inc..;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: July 28, 2015

/s/ STEVEN CHAUSSY
Steven Chaussy
Chief Financial Officer

EXHIBIT 32.01

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Gregory D. Cash, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioSig Technologies, Inc. on Form 10-Q for the fiscal quarter ended June 30, 2015 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioSig Technologies, Inc.

	By:	/s/ GREGORY D. CASH
Date: July 28, 2015	Name:	Gregory D. Cash
	Title:	*Chief Executive Officer*

I, Steven Chaussy, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioSig Technologies, Inc. on Form 10-Q for the fiscal quarter ended June 30, 2015 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioSig Technologies, Inc.

	By:	/s/ STEVEN CHAUSSY
Date: July 28, 2015	Name:	Steven Chaussy
	Title:	*Chief Financial Officer*