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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2020

BioSig Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-38659**	**26-4333375**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

54 Wilton Road, 2nd Floor **Westport, Connecticut**	**06880**
(Address of principal executive offices)	(Zip Code)

(203) 409-5444
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value $0.001 per share	BSGM	The NASDAQ Capital Market

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

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

On May 20, 2020, ViralClear Pharmaceuticals, Inc. ("ViralClear"), a majority-owned subsidiary of BioSig Technologies, Inc. (the "Company"), and the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with certain accredited investors (the "Investors"), pursuant to which ViralClear agreed to sell an aggregate of 1,068,550 shares of ViralClear's common stock, par value $0.001 per share (the "Common Stock"), at $10.00 per share, for an aggregate consideration of $10,685,500 (the "ViralClear Private Placement"). The ViralClear Private Placement closed on May 20, 2020. The Company is a party to the Purchase Agreement with respect to Section 3.03 of the Purchase Agreement, which provides that the Company and ViralClear shall use commercially reasonable efforts to complete a spin-off of ViralClear. However, there can be no assurance that the contemplated spin-off will ultimately be consummated.

On May 20, 2020, the Company announced the closing of the ViralClear Private Placement. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated May 20, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 22, 2020

By: /s/ Kenneth L. Londoner
Name: Kenneth L. Londoner
Title: Executive Chairman

ViralClear Closes $10.8 Million Equity Financing for Development of COVID-19 Broad-Spectrum Oral Anti-Viral Candidate Merimepodib

- **Funding completed in subsidiary without dilution to BioSig common stock**
- **Phase II human trials for merimepodib, a broad-spectrum oral anti-viral treatment of adult hospitalized patients with COVID-19, are planned to commence at three Mayo Clinic sites**

Westport, CT, May 20, 2020 /GLOBE NEWSWIRE/ — BioSig Technologies, Inc. (NASDAQ: BSGM) ("BioSig" or the "Company"), and its subsidiary, ViralClear Pharmaceuticals, Inc., today announced the closing of a $10.8 million common stock financing. ViralClear plans to use the proceeds of this offering for the development, including phase II human clinical trials, of its product candidate merimepodib, a broad-spectrum anti-viral agent. The financing was completed at a $100 million pre-money valuation.

"The successful completion of this funding in these challenging times represents the investor's confidence and support of our clinical program," commented Kenneth L. Londoner, Chairman and CEO of BioSig Technologies, Inc. and Director of ViralClear Pharmaceuticals, Inc. "With the FDA clearing our Investigational New Drug application earlier this week, we intend to deploy these proceeds toward our clinical trials – and what we hope will be timely solution to the current public health crisis."

On May 18, 2020, ViralClear announced the FDA's clearance of its IND to proceed with a proposed phase II study of merimepodib in COVID-19 patients. The human clinical trials are planned to be conducted under leadership of Dr. Andrew D. Badley, Professor and Chair of the Department of Molecular Medicine and the Enterprise Chair of the COVID-19 Task Force at Mayo Clinic.

Introducing broker, Laidlaw & Company (UK) Ltd. participated in the transaction.

About BioSig Technologies
BioSig Technologies is a medical technology company commercializing a proprietary biomedical signal processing platform designed to improve signal fidelity and uncover the full range of ECG and intra-cardiac signals (www.biosig.com).

The Company's first product, PURE EP(tm) System is a computerized system intended for acquiring, digitizing, amplifying, filtering, measuring and calculating, displaying, recording and storing of electrocardiographic and intracardiac signals for patients undergoing electrophysiology (EP) procedures in an EP laboratory.

About Merimepodib (MMPD)
Merimepodib, a broad-spectrum anti-viral candidate, that demonstrates strong activity against COVID-19 in cell cultures in laboratory testing and additional antiviral studies are underway. Merimepodib was previously in development as a treatment for chronic hepatitis C and psoriasis by Vertex Pharmaceuticals Incorporated (Vertex), with 12 clinical trials conducted (including 315 chronic hepatitis C patients, 24 psoriasis patients, and 98 healthy volunteers) and an extensive preclinical safety package completed.

A manuscript titled, "The IMPDH inhibitor merimepodib provided in combination with the adenosine analogue remdesivir reduces SARS-CoV-2 replication to undetectable levels in vitro", was submitted to an online peer-reviewed life sciences journal. This manuscript is authored by Natalya Bukreyeva, Rachel A. Sattler, Emily K. Mantlo, John T. Manning, Cheng Huang and Slobodan Paessler of the UTMB Galveston National Laboratory and Dr. Jerome Zeldis of ViralClear Pharmaceuticals, Inc. ("ViralClear") as a corresponding author. This article highlights pre-clinical data generated under contract with Galveston National Laboratory at The University of Texas Medical Branch.

About ViralClear
BioSig's subsidiary ViralClear Pharmaceuticals, Inc., is seeking to develop a novel pharmaceutical to treat COVID-19. Merimepodib is intended to be orally administered, and has demonstrated broad-spectrum in vitro antiviral activity, including strong activity against COVID-19 in cell cultures. Merimepodib has been previously studied in 12 clinical trials, including 5 in patients with hepatitis C (1 Phase 1b, 1 Phase 2, 2 Phase 2a, and 1 Phase 2b), 1 in patients with psoriasis (Phase 2), and six in healthy volunteers (Phase I).

Forward-looking Statements
This press release contains "forward-looking statements." Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential" or similar words. Forward- looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) the geographic, social and economic impact of COVID-19 on our ability to conduct our business and raise capital in the future when needed, (ii) our inability to manufacture our products and product candidates on a commercial scale on our own, or in collaboration with third parties; (iii) difficulties in obtaining financing on commercially reasonable terms; (iv) changes in the size and nature of our competition; (v) loss of one or more key executives or scientists; and (vi) difficulties in securing regulatory approval to market our products and product candidates. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC's website at http://www.sec.gov. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

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