

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): January 15, 2013

**BioDrain Medical, Inc.**  
(Exact name of Registrant as Specified in its Charter)

**Minnesota**  
(State or Other Jurisdiction of Incorporation)

**000-54361**  
(Commission File Number)

**33-1007393**  
(IRS Employer Identification No.)

**2915 Commers Drive, Suite 900**  
**Eagan, Minnesota 55121**  
(Address of Principal Executive Offices and Zip Code)

**(651) 389-4800**  
(Registrant's telephone number, including area code)

Not Applicable  
(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))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 15, 2013, the Articles of Incorporation of BioDrain Medical, Inc. (the “Company”) were amended to increase the authorized capital stock from 200,000,000 shares to 300,000,000 shares of common stock, \$0.01 par value. The Articles of Amendment are filed as Exhibit 3.1.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held a special meeting of shareholders on January 15, 2013. At the meeting, the Company’s shareholders approved an amendment to the Articles of Incorporation of the Company to increase the authorized capital stock from 200,000,000 shares to 300,000,000 shares of common stock, \$0.01 par value. The Articles of Amendment are filed as Exhibit 3.1. There were 60,645,817 votes cast for the proposal; 1,495,543 votes were cast against the proposal; and 1,400 votes abstained. There were no broker non-votes.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 3.1 Articles of Amendment filed January 15, 2013.

**SIGNATURES**

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

Date: January 15, 2013

BIODRAIN MEDICAL, INC.

By: /s/ Josh Komberg

Josh Komberg  
President and Chief Executive Officer

ARTICLES OF AMENDMENT

OF

BIODRAIN MEDICAL, INC.

The undersigned, President of BIODRAIN MEDICAL, INC. a Minnesota Corporation (the "Corporation"), hereby certifies that the following resolutions have been duly adopted by the Corporation's board of directors and shareholders pursuant to the provisions of the Minnesota Business Corporation Act.

**Resolutions Amending Articles of Incorporation**

RESOLVED, that the Corporation is hereby authorized to amend Article V of the Corporation's Articles of Incorporation by deleting such Article V in full and replacing it with the following:

**"ARTICLE V**

**Authorized Shares:**

The total number of shares which this corporation shall have authority to issue is three hundred million shares (300,000,000) with a par value of one cent (\$.01) per share; all of such shares shall be common stock."

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to (i) execute Articles of Amendment attesting to the adoption of the foregoing resolutions adopting the amendments, (ii) cause such Articles of Amendment to be filed in the office of the Secretary of State for the State of Minnesota, and (iii) pay any fees and take any other action necessary to effect the Articles of Amendment and the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 15<sup>th</sup> day of January, 2013.

/s/ Josh Komberg  
Josh Komberg, President