

BIOELECTRONICS CORPORATION

OTC PINK BASIC DISCLOSURE STATEMENT

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

BioElectronics Corporation

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 4539 Metropolitan Court

Address 2: Frederick, MD 21704

Address 3:

Phone: 301-874-4890 / 1-866-757-2284

Email: info@bielcorp.com

Website(s): www.bielcorp.com

IR Contact

Address 1: 4539 Metropolitan Court

Address 2: Frederick, MD 21704

Address 3:

Phone: 949-707-5365

Email: pknopick@eandecomunications.com

Website(s): www.bielcorp.com

3) Security Information

Trading Symbol: BIEL

Exact title and class of securities outstanding: common stock

CUSIP: 09062H108

Par or Stated Value: .001

Total shares authorized: 8,000,000,000 as of: 6/30/2015

Total shares outstanding: 7,999,028,602 as of: 6/30/2015

Additional class of securities (if necessary):

Trading Symbol: _____

Exact title and class of securities outstanding: _____

CUSIP: _____

Par or Stated Value: _____

Total shares authorized: _____ as of: _____

Total shares outstanding: _____ as of: _____

Transfer Agent

Name: Olde Monmouth Stock Transfer

Address 1: 200 Memorial Parkway

Address 2: Atlantic Highlands, NJ 07716

Address 3: _____

Phone: 732-872-2727

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

none

Describe any trading suspension orders issued by the SEC in the past 12 months.

none

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

none

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

See detail attached

5) Financial Statements

Financial Statements are attached

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

The Company is the developer, marketer and manufacturer of patented, inexpensive, drug-free, topical pain medical devices. The devices consist of a microchip, battery and antenna that deliver the therapy. The devices provide 30 days of continuous pain relief for the following applications: (1) Back; (2) Neck; (3) Knee; (4) Wrist and Elbow; (5) Smart Insole™ for Heel Pain; (6) Allay® Menstrual Cycle Pain Therapy and RecoveryRx® for post-operative and chronic wound care.

Market – Pain specialists now consider that chronic pain is a disease in its own right because there are demonstrable changes in the peripheral and central nervous system. Recent studies estimate the prevalence of chronic pain in the population to be about 20–40%, depending on how it is measured. According to the Institute of Medicine, one in three Americans experiences chronic pain (123) million adults in the U.S.) - more than the number affected by diabetes, heart disease and cancer combined.

Chronic musculoskeletal pain is the cause of 80-85% of all chronic pain; its incidence and prevalence will only increase with an aging population and the rise in obesity. Arthritis, once it occurs, is irreversible with therapy focused on symptom reduction and maintenance of quality of life. Osteoarthritis is the cause of 85% of all arthritis. Chronic lower back pain with a prevalence of 23% is the leading cause of chronic pain and yet despite the negative impact on quality of life and enormous financial burden on the health care system and economy, chronic low back pain remains a notoriously difficult condition to treat. Only the minority of people with chronic knee and hip pain go onto joint replacement to alleviate some of the symptoms; relief of pain is not guaranteed as 30% of people continue to suffer from chronic pain after knee replacements.

The high prevalence of chronic musculoskeletal pain is clear evidence of the ineffectiveness and inadequacy of the currently available therapeutic options. There are no consistent and dependably effective analgesic treatments for chronic musculoskeletal pain. Furthermore, despite the use of multiple drugs, medical interventions, surgery, and medical devices, the prevalence of chronic pain has been increasing.

The stark reality is that for the very significant percentage of the population who suffer from moderate to severe chronic pain, there is no appropriate alternative therapy and they have to endure the effects of pain in their daily living activities. A safe, efficacious, simple to use, non-invasive, non-pharmacological therapy, would provide a valuable additional new mode of chronic pain therapy and result in substantial public health benefits by reducing the burden of pain, the complications of its treatment, as well as associated healthcare costs.

The BioElectronics device provides breakthrough technology that provides a clinically meaningful advantage over existing therapies. The ActiPatch® device retails for \$30.00 for 720-hours of on/off therapy, is 100% safe and is 5x more effective than over-the-counter drugs. A key benefit of each of the products is portability, namely the complete mobility of the user while wearing the device. This portability feature of the product and mobility of the user enables a quicker functional return to regular activities resulting in less lost time from work, sports and other activities.

PRODUCTS

ActiPatch® Musculoskeletal Pain Therapy – is a clinically proven highly effective long-lasting affordable drug-free treatment for chronic pain.

Allay® Menstrual Pain Therapy – Provides safe drug-free all day pain relief.

RecoveryRx® – provides cost effective reduced pain and inflammation and accelerate healing for post-operative surgery.

HealFast® Veterinary Therapy – The Company's veterinarian products are being sold by eMarkets Group, LLC in the retail pet and the veterinary market.

A. Date and State (or Jurisdiction) of Incorporation:
April 10, 2000 in the State of Maryland

B. the issuer's primary and secondary SIC Codes;
Primary – 3846 Electromedical Equipment Industry

C. the issuer's fiscal year end date;
12/31

D. principal products or services, and their markets;

The Company markets and sells its products under the following brand names

RecoveryRx® - product that is optimized for post-surgical and chronic wound healing applications. The products are sold to Hospitals, Clinics and the Medical Professional Markets.

HealFast® Therapy – product line for veterinary applications. The products are sold *direct to retail consumer and* veterinarians.

ActiPatch® – Relieves both chronic and acute musculoskeletal back, knee, shoulder, neck and other joint pain and effectively treats sprains, strains and other injuries. The products are sold in pharmacies.

Allay® – Alleviates the pain and discomfort associated with menstrual cycles. Sold in pharmacies and to physicians.

Smart Insole™ – Treats plantar fasciitis (heel pain). The product is sold in pharmacies and to physicians.

7) Describe the Issuer's Facilities

The Company is headquartered, manages and operates its business at 4539 Metropolitan Court, Frederick, MD 21704 USA. The Company presently leases 4,100 sq. feet of space that commenced on November 1, 2008 to October 31, 2011. The Company is currently on a month-to-month lease.

The main office consists of seven (7) offices, a conference room and reception area to accommodate staff and complete business activities. It is well equipped with desks, computers, furniture, chairs, telephones, printers, copier, fax machine, cabinets and office supplies. A separate area of space is dedicated to product, storage, packaging, machines, tables, and shipping supplies. The Company owns all furniture and fixtures.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

Richard Staelin, PhD	Chairman of the Board
Andrew J. Whelan	President & Director
Mary K. Whelan	Director
Deepak Kotak, MD, MA (Oxon) MBBS FRCA MRCP LLDip LLM	Executive Vice President

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Sonfield & Sonfield

Address 1: 2500 Wilcrest, 3rd Floor
Address 2: Houston, TX 77042
Phone: 713-877-8333
Email: robert@sonfield.com

Accountant

Name: Brian P. Flood
Firm: Consult Your CFO
Address 1: 1680 Nickerson Way
Address 2: Arnold, MD 21012
Phone: 443-838-6352
Email: bflood@cfochesapeake.com

Investor Relations Consultant

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Andrew J. Whelan certify that:

1. I have reviewed this Quarterly Basic Disclosure Statement of BioElectronics Corporation;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated this August 13, 2015 [Date]

Certified by: /s/ Andrew J. Whelan
Andrew J. Whelan, Chief Executive Officer

Certified by: /s/ Andrew J. Whelan
Andrew J. Whelan, President