

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: June 15, 2012
(Date of earliest event reported)

BIORESTORATIVE THERAPIES, INC.
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

000-54402
(Commission File No.)

91-1835664
(IRS Employer Identification
Number)

555 Heritage Drive, Jupiter, Florida
(Address of Principal Executive Offices)

33458
(Zip Code)

Registrant's telephone number, including area code: (561) 904-6070

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On June 15, 2012, BioRestorative Therapies, Inc. (the “Company”) entered into an Assignment Agreement with the University of Utah Research Foundation (the “Foundation”) (the “Assignment Agreement”) and a Research Agreement with the University of Utah (the “University”) (the “Research Agreement”).

Pursuant to the Assignment Agreement, the Company acquired the rights to two patent applications that relate to human brown fat cell lines. In consideration for the assignment, the Company paid the Foundation \$15,000 and agreed to pay a royalty on the Patent Revenue (as defined in the Assignment Agreement).

Pursuant to the Research Agreement, in consideration of research relating to brown fat to be performed by the University, the Company has agreed to pay the University a fee at the rate of \$500,000 per annum and a royalty on Net Sales (as defined in the Research Agreement). The Research Agreement has a three year term, except that it is terminable earlier under certain circumstances.

Item 8.01. Other Events.

On June 21, 2012, the Company issued a press release (the “Press Release”) announcing the Research Agreement. A copy of the Press Release is furnished as Exhibit 99.1 hereto.

The information in the Press Release is being furnished, not filed, pursuant to this Item 8.01. Accordingly, the information in the Press Release will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this Report is not intended to, and does not, constitute a determination or admission by the Company that the information in this Report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated June 21, 2012, issued by BioRestorative Therapies, Inc. with respect to the Research Agreement

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.

BIORESTORATIVE THERAPIES, INC.

Dated: June 21, 2012

By: /s/ Mark Weinreb

Mark Weinreb
Chief Executive Officer



News Release

BioRestorative Therapies Enters Into Brown Fat Research Agreement With University of Utah

Accelerates Pre-Clinical Work Towards A Brown Fat Therapy

Jupiter, Fla. – June 21, 2012 – BioRestorative Therapies, Inc. (“BRT” or the “Company”) (OTCQB: BRTX), a life sciences company focused on cellular therapies for various personal medical applications, announced today that it has entered into a Research Agreement with the University of Utah (“University”). Pursuant to the agreement, the University is to provide research services relating to the identification of brown fat tissue and the development and characterization of brown fat cell lines.

Pursuant to the terms of the Research Agreement, all inventions, discoveries, patent rights, information, data, methods and techniques, including all cell lines, cell culture media and derivatives thereof, shall be owned by BRT.

The research and development that will be performed at the University, under the supervision of Dr. Amit Patel, will be used for the eventual filing of an IND with the FDA for a Phase 1 clinical trial.

The agreement was entered into in connection with the Company’s ThermoStem™ Program, which focuses on treatments for metabolic disorders, such as diabetes and heart disease, and obesity. The ThermoStem™ Program employs the use of brown fat, which initial research indicates has a role in maintaining metabolism and provides the potential for a cell based therapeutic for the treatment of diabetes.

Mark Weinreb, Chief Executive Officer of the Company, stated, “This agreement marks a significant milestone for our ThermoStem™ Program. All ongoing pre-clinical work, brown fat data and future research for the foreseeable future is now defined and contemplated through this agreement. It provides a roadmap for potential publications, grants, and ultimately, clinical trials, so that we may start testing for a brown fat stem cell-based approach to treat certain metabolic disorders and obesity.”

About BioRestorative Therapies, Inc.

BioRestorative Therapies, Inc.’s (“BRT”) goal is to become a leader in developing medical procedures using cell and tissue protocols, primarily involving adult stem cells (non-embryonic), and allowing patients to undergo minimally invasive cellular-based treatments. BRT is developing the following scientific initiatives: Our **brtxDISC™ Program (Disc Implanted Stem Cells)** offers a non-surgical treatment for bulging and herniated discs and addresses the gap between non-invasive and invasive back procedures. Our **ThermoStem™ Program** focuses on treatments for metabolic disorders (diabetes, heart disease, etc.) and obesity and uses brown fat stem cells, which initial research indicates increased caloric burning and reduced glucose and lipid levels in the body. The Company also offers plant stem cell-based facial creams and products under the **Stem Pearls®** brand at www.stempearls.com.

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This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You are cautioned that such statements are subject to a multitude of risks and uncertainties that could cause future circumstances, events or results to differ materially from those projected in the forward-looking statements as a result of various factors and other risks, including those set forth in the Company’s Form 10-K filed with the Securities and Exchange Commission. You should consider these factors in evaluating the forward-looking statements included herein, and not place undue reliance on such statements. The forward-looking statements in this release are made as of the date hereof and the Company undertakes no obligation to update such statements.

Investor Contacts:
KCSA Strategic Communications
Philip Carlson / Josh Dver
+1 212.896.1233 / +1 212.896.1239
ppearlson@kcsa.com / jdver@kcsa.com