

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: April 12, 2013
(Date of earliest event reported)

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

| | | |
|--|-----------------------|--------------------------------------|
| Nevada | 000-54402 | 91-1835664 |
| (State or Other Jurisdiction of Incorporation) | (Commission File No.) | (IRS Employer Identification Number) |
| <u>555 Heritage Drive, Jupiter, Florida</u> | <u>33458</u> | |
| (Address of Principal Executive Offices) | (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 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Pursuant to authority granted by the stockholders of BioRestorative Therapies, Inc. (the “Company”), the Board of Directors of the Company approved a 1-for-50 reverse split of the Company’s issued and outstanding common stock effective as of the opening of business on April 15, 2013 (the “Reverse Split”). In addition, pursuant to authority granted by the stockholders of the Company, the Board of Directors concurrently approved a reduction in the number of shares of common stock authorized to be issued by the Company from 1,500,000,000 to 100,000,000 (the “Authorized Shares Reduction”).

The Company has filed a Certificate of Change with the Secretary of State of the State of Nevada to effect the Reverse Split and the Authorized Shares Reduction.

Item 8.01. **Other Events.**

On April 12, 2013, the Company issued a press release (the “Press Release”) announcing the Reverse Split and the Authorized Shares Reduction. 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
 - 3.1 Certificate of Change
 - 99.1 Press Release, dated April 12, 2013, issued by BioRestorative Therapies, Inc.
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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: April 15, 2013

By: /s/ Mark Weinreb

Mark Weinreb

Chief Executive Officer



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Certificate of Change Pursuant to NRS 78.209

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Change filed Pursuant to NRS 78.209 For Nevada Profit Corporations

1. Name of corporation:

BioRestorative Therapies, Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

Common Stock Authorized: 1,500,000,000 par value \$0.001

Preferred Stock Authorized: 1,000,000 par value \$0.01

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

Common Stock Authorized: 100,000,000 par value \$0.001

Preferred Stock Authorized: 1,000,000 par value \$0.01

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

See Annex 1 to this Certificate of Change.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

No fractional shares will be issued. Any fractional shares that result from the reverse stock split of the Common Stock shall be rounded up to the next whole number.

7. Effective date of filing: (optional)

04/15/2013 (as of the open of business)

(must not be later than 90 days after the certificate is filed)

8. Signature: (required)

X /s/

Signature of Officer

/s/ President

Title

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Split
Revised 3-6-09

**ANNEX 1
TO
CERTIFICATE OF CHANGE PURSUANT TO NRS 78.209
OF
BIORESTORATIVE THERAPIES, INC.**

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

Each fifty (50) shares of Common Stock, \$.001 par value (the “Old Common Stock”), issued and outstanding or held in treasury as of the opening of business on April 15, 2013 (the “Effective Time”) shall be reclassified as, and changed into, one (1) share of Common Stock, \$.001 par value per share (the “New Common Stock”), without any action of the holders thereof. Each certificate that as of the Effective Time represented shares of Old Common Stock shall thereafter represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled.



News Release

BioRestorative Therapies Announces One-for-Fifty Reverse Stock Split

Shares Will Trade on a Split-Adjusted Basis on April 15, 2013 under BRTXD for 20 Day Period

Jupiter, FL – April 12, 2013 – BioRestorative Therapies, Inc. (“BRT” or the “Company”) (OTC BB: BRTX), a life sciences company focused on stem cell based cellular therapies for various personal medical applications, announced today that it will implement a one-for-fifty reverse stock split effective at the opening of business on April 15, 2013. Post-split the shares outstanding will go to 16,412,820 from 820,641,011. Additionally, in connection with the reverse stock split, the Company will also be reducing the number of shares of common stock authorized to be issued by the Company from 1,500,000,000 to 100,000,000 shares. For the 20-day period beginning April 15, 2013, the Company’s stock will trade under the symbol “BRTXD” to designate that it is trading on a post-reverse split basis. Following that period, the common shares will resume trading under the symbol “BRTX”.

Mark Weinreb, President and CEO of BRT, commented, “I am grateful for the support of the shareholders in approving our reverse split; 94% of the shares voted were in favor of the proposal. We believe the reverse stock split will help us attract a new base of shareholders as well as new institutional and retail support in the market.”

About BioRestorative Therapies, Inc.

BioRestorative Therapies, Inc. (“BRT”) develops medical procedures using cell and tissue protocols, primarily involving adult stem cells, 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, using brown fat stem cells, for metabolic disorders (diabetes, heart disease, etc.) and obesity primarily focusing on potentially preventing the onset of Type 2 Diabetes. Initial research indicates that increased amounts of brown fat in the body may be responsible for additional caloric burning as well as 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 Contact:

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