

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT

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

Date of Report: June 4, 2014  
(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)
555 Heritage Drive, Jupiter, Florida		33458
(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 3.02****Unregistered Sales of Equity Securities.**

Between May 22, 2014 and June 4, 2014, BioRestorative Therapies, Inc. (the “Company”) issued an aggregate of 1,500,000 shares of common stock of the Company for an aggregate purchase price of \$375,000. In connection with the share issuances, the Company issued to the subscribers warrants for the purchase of an aggregate of 125,000 shares of common stock at an exercise price of \$.75 per share and warrants for the purchase of 250,000 shares of common stock at an exercise price of \$.30 per share. The warrants have a term of five years.

In addition, in May 2014, the Company issued an aggregate of 379,329 shares of common stock of the Company in exchange for outstanding indebtedness of \$80,000, which includes accrued and unpaid interest of \$5,000.

For each of the securities issuances, the Company relied upon Section 4(a)(2) of the Securities Act of 1933, as amended, as transactions by an issuer not involving any public offering. For each such transaction, the Company did not use general solicitation or advertising to market the securities, the securities were offered to a limited number of persons, the investors had access to information regarding the Company (including information contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013, Quarterly Report on Form 10-Q for the period ended March 31, 2014 and Current Reports on Form 8-K filed with the Securities and Exchange Commission and press releases made by the Company), and management of the Company was available to answer questions from prospective investors. The Company reasonably believes that each of the investors is an accredited investor.

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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: June 6, 2014

By: /s/ Mark Weinreb

Mark Weinreb

Chief Executive Officer