

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: July 24, 2014  
(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 3.02****Unregistered Sales of Equity Securities.**

Between June 30, 2014 and August 5, 2014, BioRestorative Therapies, Inc. (the "Company") issued an aggregate of 803,333 shares of common stock of the Company for an aggregate purchase price of \$230,000. In connection with the share issuances, the Company issued to the subscribers warrants for the purchase of an aggregate of 200,833 shares of common stock at an exercise price of \$.75 per share. The warrants have a term of five years.

In addition, between June 24, 2014 and July 30, 2014, the Company issued an aggregate of 716,377 shares of common stock of the Company in exchange for outstanding indebtedness of \$139,929, inclusive of accrued and unpaid interest.

Further, between June 25, 2014 and August 1, 2014, the Company issued an aggregate of 652,040 shares of common stock of the Company, and warrants for the purchase of an aggregate of 510,000 shares of common stock of the Company, in consideration of services rendered. The warrants have a term of five years and exercise prices ranging from \$.75 to \$1.00 per share.

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.

## **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: August 6, 2014

By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer