

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: July 6, 2015
(Date of earliest event reported)

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

Delaware	000-54402	91-1835664
(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(IRS Employer Identification Number)
40 Marcus Drive, Melville, New York		11747
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (631) 760-8100

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-20 reverse split of the Company’s issued and outstanding common stock effective as of the opening of business on July 7, 2015 (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 200,000,000 to 30,000,000 (the “Authorized Shares Reduction”).

The Company has filed a Certificate of Amendment with the Secretary of State of the State of Delaware to effect the Reverse Split and the Authorized Shares Reduction. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 8.01. **Other Events.**

On July 6, 2015, 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.

Item 9.01 **Financial Statements and Exhibits.**

- (d) Exhibits
 - 3.1 Certificate of Amendment
 - 99.1 Press Release, dated July 6, 2015, 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: July 7, 2015

By: /s/ Mark Weinreb

Mark Weinreb

Chief Executive Officer

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BIORESTORATIVE THERAPIES, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2015, AT 8:53 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

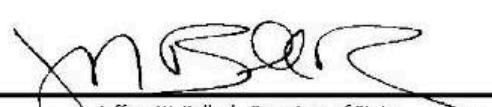
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SEVENTH DAY OF JULY, A.D. 2015, AT 12:01 O'CLOCK A.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2522606

DATE: 07-02-15

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
BIORESTORATIVE THERAPIES, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BioRestorative Therapies, Inc. The date of the filing of its Certificate of Incorporation (the "Certificate of Incorporation") with the Secretary of State of the State of Delaware was December 22, 2014 under the name "BioRestorative Therapies, Inc.", with an effective date of January 1, 2015.

2. The Certificate of Incorporation is hereby amended to change the capitalization of the Corporation by:

(i) Deleting the first sentence of Article FOURTH in its entirety and replacing it with the following sentence: "The total number of shares of all classes of stock which the Corporation shall have authority to issue is thirty-five million (35,000,000), consisting of thirty million (30,000,000) shares of Common Stock, par value \$.001 per share (the "Common Stock"), and five million (5,000,000) shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock")."

(ii) Adding the following to the end of Article FOURTH:

"Upon the effectiveness of the Certificate of Amendment to the Certificate of Incorporation to effect a plan of recapitalization of the Common Stock by effecting a 1-for-20 reverse stock split with respect to the issued and outstanding shares of the Common Stock (the "Reverse Stock Split"), without any change in the powers, preferences and rights or qualifications, limitations or restrictions thereof, and without further action of any kind on the part of the Corporation or its stockholders, every twenty (20) shares of Common Stock outstanding or held by the Corporation in its treasury on the date of effectiveness of the Certificate of Amendment shall be changed and reclassified into one (1) share of Common Stock, par value \$0.001 per share, which shares shall be fully paid and nonassessable shares of Common Stock. There shall be no fractional shares issued upon the Reverse Stock Split. Any fractional shares that result from the Reverse Stock Split shall be rounded up to the next whole number."

3. The Certificate of Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. The foregoing Certificate of Amendment of the Certificate of Incorporation shall be effective as of 12:01 a.m. Eastern Time, on July 7, 2015.

EXECUTED, this 2nd day of July, 2015.

BioRestorative Therapies, Inc.

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



BioRestorative Therapies, Inc. Announces Reverse Stock Split in Preparation for Planned Uplisting to NASDAQ Capital Market

MELVILLE, NY, July 6, 2015—BioRestorative Therapies, Inc. (“BRTX” or the “Company”) (OTCQB: BRTX), a life sciences company focused on adult stem cell-based therapies for various personal medical applications, today announced a 1-for-20 reverse split of its common stock in preparation for the planned listing of its common stock on the NASDAQ Capital Market. The reverse stock split will become effective on Tuesday, July 7, 2015 and the Company's common stock will begin trading on a split-adjusted basis under the temporary ticker symbol “BRTXD.” This temporary ticker symbol will remain in effect for 20 days, at which point it will revert back to “BRTX.” The new CUSIP number is 090655408.

The Company has filed an application for the listing of its common stock on the NASDAQ Capital Market. The Company believes that it currently meets the financial and liquidity requirements for a NASDAQ Capital Market listing other than the minimum share price requirement, which it expects will be remedied following the effectiveness of the reverse split, and the stockholders' equity requirement. If its application is approved, the Company's shares would trade on the NASDAQ Capital Market under the ticker symbol “BRTX” (or temporarily under the ticker symbol “BRTXD” as discussed above).

The Company believes that the increased market price of its common stock expected as a result of the reverse stock split could improve the marketability and liquidity of its stock and could encourage interest and trading in its stock.

Once the reverse stock split is effective, every 20 shares of common stock outstanding will be converted into one share of common stock. Any fractional shares resulting from the reverse stock split will be rounded up to one additional share. As a result of the split, the number of outstanding shares will be reduced from 54,387,963 to 2,719,399.

Concurrently with the reverse stock split, the Company decreased the number of its authorized shares of common stock from 200,000,000 to 30,000,000.

Mark Weinreb, CEO of the Company, “This reverse stock split was an important strategic decision for BioRestorative. We believe this will position us to uplist on the NASDAQ Capital Market and provide us with greater access to capital by increasing our exposure to institutional investors.”

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About BioRestorative Therapies, Inc.

BioRestorative Therapies, Inc. (www.biorestorative.com) develops therapeutic products and medical therapies using cell and tissue protocols, primarily involving adult stem cells. Our two core programs, as described below, relate to the treatment of disc/spine disease and metabolic disorders:

- Disc/Spine Program: Our lead cell therapy candidate, brtxDISC™ (Disc Implanted Stem Cells), is a product formulated from autologous (or a person's own) cultured mesenchymal stem cells collected from the patient's bone marrow. We intend that the product will be used for the non-surgical treatment of protruding and bulging lumbar discs in patients suffering from chronic lumbar disc disease. The treatment involves collecting a patient's own stem cells, culturing and cryopreserving the cells, and then having a physician inject brtxDISC™ into the patient's damaged disc in an outpatient procedure. The treatment is intended for patients whose pain has not been alleviated by non-invasive procedures and who potentially face the prospect of surgery.
- Metabolic Program (ThermoStem®): We are developing an allogeneic cell-based therapy to target obesity and metabolic disorders using brown adipose (fat) derived stem cells to generate brown adipose tissue ("BAT"). BAT is intended to mimic naturally occurring brown adipose depots that regulate metabolic homeostasis in humans. Initial preclinical 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. Researchers have found that people with higher levels of brown fat may have a reduced risk for obesity and diabetes.

Forward-Looking Statements

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.

CONTACT:

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