

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

BIORESTORATIVE THERAPIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation  
or organization)

91-1835664

(I.R.S. Employer  
Identification No.)

40 Marcus Drive, Suite One  
Melville, New York

11747

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

Common Stock, par value \$0.001 per share  
("Common Stock")

The NASDAQ Stock Market LLC

Class A Warrants to purchase Common Stock  
("Warrants")

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐

Securities Act registration statement file number to which this form relates: 333-204672

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Common Stock and Class A Warrants of the Registrant to be registered hereunder set forth under the caption "Description of Securities" in the Registrant's Registration Statement on Form S-1 (File No. 333-204672) as originally filed with the Securities and Exchange Commission on June 3, 2015, including any subsequent amendments thereto (the "Form S-1"), and in the prospectus to be filed by the Registrant pursuant to Rule 424(b) of the Securities Act of 1933, as amended, which prospectus will constitute a part of the Form S-1, is hereby incorporated by reference in response to this item.

**Item 2. Exhibits.**

Under the instructions as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereunder are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: October 20, 2015

BIORESTORATIVE THERAPIES, INC.

By: /s/ Mark Weinreb

Mark Weinreb  
President and Chief Executive Officer