

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: December 1, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On December 1, 2015, John M. Desmarais was elected a director of BioRestorative Therapies, Inc. (the “Company”). Mr. Desmarais has not yet been appointed as a member of a committee of the Board of Directors of the Company (the “Board”). Concurrently with his election, Mr. Desmarais was granted an option to purchase 15,000 shares of common stock of the Company at an exercise price of \$4.40 per share pursuant to the Company’s 2010 Equity Participation Plan (the “Plan”). The option vests to the extent of 5,000 shares on each of the first, second and third anniversaries of the date of grant and is exercisable for a period of ten years, subject to the provisions of the Plan.

On November 18, 2015, Mr. Desmarais purchased 125,000 shares of common stock of the Company (the “Acquired Shares”) and a five year warrant to purchase 125,000 shares of common stock of the Company at an exercise price of \$5.00 per share (the “Acquired Warrant”) for an aggregate purchase price of \$500,000. In connection with the purchase, the Company agreed to cause the election of Mr. Desmarais to the Board and to adopt a Board resolution relating to the right of Mr. Desmarais to pursue corporate opportunities, subject to certain exceptions (which resolution the Board adopted concurrently with the election of Mr. Desmarais to the Board). In the event that the Company did not cause the election of Mr. Desmarais to the Board within 30 days of the closing of the purchase, Mr. Desmarais would have had the right to require the Company to repurchase the Acquired Shares for the purchase price paid by him (\$4.00 per share) and the Acquired Warrant would have been deemed cancelled. Mr. Desmarais would have had a similar right to require the Company to repurchase the Acquired Shares in the event that the Board did not adopt the resolution relating to corporate opportunities. In the event that the Board at any time proposes to or does rescind, revoke or modify such resolution, Mr. Desmarais shall have the right to cause the Company to repurchase the Acquired Shares for a purchase price per share equal to the greater of (a) \$4.00 or (b) the average of the closing prices of the common stock of the Company on the five trading days immediately preceding the date of the repurchase.

Item 8.01 Other Events.

On December 2, 2015, the Company issued a press release (the “Press Release”) announcing Mr. Desmarais’s election as a director. 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 with respect to the Press Release is not intended to, and does not, constitute a determination or admission by the Company that the information in this Report with respect to the Press Release 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.

99.1 Press release, dated December 2, 2015, issued by BioRestorative Therapies, Inc.

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: December 2, 2015

By: /s/ Mark Weinreb

Mark Weinreb

Chief Executive Officer

**BioRestorative Therapies Appoints John M. Desmarais, J.D.
to its Board of Directors**

MELVILLE, N.Y., December 2, 2015 (GLOBE NEWSWIRE) -- BioRestorative Therapies, Inc. ("BRT" or the "Company") ([BRTX](#)), a life sciences company focused on stem cell-based therapies, today announced the appointment of John M. Desmarais, J.D. to its Board of Directors.

"We are thrilled to welcome John to our Board of Directors. He brings a wealth of experience working with companies at all phases of development from start-up to blue chip, and we believe that this perspective will be invaluable as we advance our brtxDISC™ and ThermoStem® programs," said BioRestorative CEO, Mark Weinreb. "Throughout his distinguished legal career, John has established himself as a highly capable leader with a broad skill set and comprehensive professional network which can directly benefit the Company in the future. We look forward to John's anticipated contributions as a member of the Board."

Mr. Desmarais is the founding partner of Desmarais LLP, an intellectual property trial boutique, and the founder and owner of Round Rock Research LLC, a patent licensing company. From 1997 to 2009, he was a partner at the international law firm of Kirkland & Ellis LLP and served as a member of the firm's Management Committee from 2004 to 2009. Prior to joining Kirkland and after practicing in the area of intellectual property litigation and counseling for several years, he left private practice to serve as an Assistant United States Attorney in the Southern District of New York, where for three years he represented the federal government in criminal jury trials.

Mr. Desmarais' \$1.5 billion judgment for Alcatel-Lucent against Microsoft was one of the largest plaintiff's jury verdicts in a patent infringement action.

In 2015, Mr. Desmarais was selected by *Managing Intellectual Property Magazine* as New York IP Litigator of the Year and one of its IP Stars. Mr. Desmarais was selected as the 2012 New York City Litigation Patent Lawyer of the Year by *The Best Lawyers in America* (2012), 18th Edition. In 2011, Mr. Desmarais was selected by *Intellectual Property Asset Management (IAM) Magazine* as one of the top 50 individuals, companies and institutions that have helped shape the IP market over the prior eight years. He was selected by *Managing Intellectual Property Magazine* as U.S. Intellectual Property Practitioner of the Year 2008.

Mr. Desmarais is a member of the bars of New York and Washington, D.C., the U.S. Supreme Court, the Federal Circuit Court of Appeals, and various other federal district courts and courts of appeal. He is also registered to practice before the United States Patent and Trademark Office. Mr. Desmarais obtained a degree in Chemical Engineering from Manhattan College and a law degree from New York University.

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. The Company is a party to a research agreement with Pfizer with regard to the study of brown fat.

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.

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