

**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: November 13, 2019
(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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

On November 13, 2019, BioRestorative Therapies, Inc. (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”). The following is a listing of the votes cast for and against, as well as abstentions, with respect to the matters voted upon at the Special Meeting. At the Special Meeting, the Company’s stockholders (i) approved an amendment to the Company’s Certificate of Incorporation to increase the number of shares of common stock authorized to be issued by the Company from 150,000,000 to 300,000,000, (ii) approved amendments to the Certificate of Incorporation of the Company, and authorized the Board of Directors of the Company to select and file one such amendment, to effect a reverse stock split of the Company’s common stock at a ratio of not less than 1-for-2 and not more than 1-for-100, with the Board of Directors of the Company having the discretion as to whether or not the reverse stock split is to be effected, and with the exact ratio of any reverse stock split to be set at a whole number within the above range as determined by the Company’s Board of Directors in its discretion (the “Reverse Stock Split Proposal”), which Reverse Stock Split Proposal revises the reverse stock split ratio approved by the Company’s stockholders on May 30, 2019 and (iii) authorized the Board of Directors of the Company, in its discretion, to reduce the number of shares of common stock authorized to be issued by the Company in proportion to the percentage decrease in the number of outstanding shares of common stock resulting from the reverse split (or a lesser decrease in authorized shares of common stock as determined by the Company’s Board of Directors in its discretion).

1. Approval of an amendment to the Company’s Certificate of Incorporation to increase the number of shares of common stock authorized to be issued by the Company from 150,000,000 to 300,000,000:

For	18,725,236
Against	4,752,389
Abstentions	11,141

2. Approval of amendments to the Certificate of Incorporation of the Company, and authorization of the Board of Directors of the Company to select and file one such amendment, to effect a reverse stock split of the Company’s common stock at a ratio of not less than 1-for-2 and not more than 1-for-100, with the Board of Directors of the Company having the discretion as to whether or not the reverse stock split is to be effected, and with the exact ratio of any reverse stock split to be set at a whole number within the above range as determined by the Company’s Board of Directors in its discretion (the “Reverse Stock Split Proposal”), which Reverse Stock Split Proposal revises the reverse stock split ratio approved by the Company’s stockholders on May 30, 2019:

For	19,930,132
Against	3,549,088
Abstentions	9,546

3. Authorization of the Board of Directors of the Company, in its discretion, to reduce the number of shares of common stock authorized to be issued by the Company in proportion to the percentage decrease in the number of outstanding shares of common stock resulting from the reverse split (or a lesser decrease in authorized shares of common stock as determined by the Company’s Board of Directors in its discretion):

For	20,106,670
Against	3,332,717
Abstentions	49,379

Item 9.01 **Financial Statements and Exhibits.**

- (d) Exhibits.
- 3.1 Certificate of Amendment of Certificate of Incorporation of the Company
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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: November 15, 2019

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

Delaware

The First State

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*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 THIRTEENTH DAY OF
NOVEMBER, A.D. 2019, AT 10:04 O'CLOCK A.M.*

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



5663168 8100
SR# 20198052011

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203992638
Date: 11-13-19

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

BIORESTORATIVE THERAPIES, INC., a Delaware corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

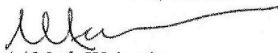
1. The name of the corporation (hereinafter called the "Corporation") is BioRestorative Therapies, Inc. The date of filing of the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") with the Secretary of State of the State of Delaware was December 22, 2014 under the name "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 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 three hundred twenty million (320,000,000), consisting of three hundred million (300,000,000) shares of Common Stock, par value \$.001 per share (the "Common Stock"), and twenty million (20,000,000) shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock")."

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.

EXECUTED, this 13th day of November, 2019.

BioRestorative Therapies, Inc.


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

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:04 AM 11/13/2019
FILED 10:04 AM 11/13/2019
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