

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒ [X]  
Filed by a Party other than the Registrant ☐ [ ]

Check the appropriate box:

☐ [ ] Preliminary Proxy Statement  
☐ [ ] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
☐ [ ] Definitive Proxy Statement  
☒ [X] Definitive Additional Materials  
☐ [ ] Soliciting Material Pursuant to Section 240.14a-12

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

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required  
☐ [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- 1) Title of each class of securities to which transaction applies:  
not applicable
- 2) Aggregate number of securities to which transaction applies:  
not applicable
-

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

not applicable

4) Proposed maximum aggregate value of transaction:

not applicable

5) Total fee paid:

not applicable

☐ Fee paid previously with preliminary materials:

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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This Schedule 14A contains the following document relating to the 2021 Annual Meeting of Stockholders of BioRestorative Therapies, Inc., a Delaware corporation, to be held on August 17, 2021: Email to stockholders regarding such meeting.

## **Upcoming Annual Meeting of Stockholders**

*Please take a moment to vote your shares.*

BioRestorative Therapies, Inc. (“BioRestorative”) will be holding its annual meeting of stockholders on Tuesday, August 17, 2021 at 10 a.m. EDT to vote on certain proposals including the approval of our reincorporation in Nevada. Such reincorporation is important in providing the corporate flexibility to take certain actions that we believe will facilitate any financings we seek. These matters are discussed in the proxy materials mailed or made available to BioRestorative stockholders by Broadridge Financial Solutions.

We cannot complete the reincorporation unless the holders of a majority of the outstanding shares of common stock entitled to vote approve the proposal.

**If you are a stockholder of record as of June 24, 2021, we ask you to take a moment to vote your shares online at [Proxyvote.com](https://www.proxyvote.com).**

- Instructions regarding each method of voting are included in the proxy package or notice you received. If you are a stockholder of record as of June 24, 2021, you may vote your proxy by accessing the Internet link provided in the proxy card, calling the toll-free number specified on the proxy card, signing and returning the proxy card, or attending the 2021 Annual Meeting of Stockholders on August 17, 2021. You will need the control number printed on your proxy card to vote online.
- If you hold BioRestorative common stock in the name of a broker, bank or nominee, please follow the voting instructions provided by your broker, bank or nominee to ensure that your shares are represented at the 2021 Annual Meeting of Stockholders on August 17, 2021. Street name holders may only vote on certain matters at the 2021 Annual Meeting of Stockholders, such as the reincorporation, if they have a legal proxy to vote their shares.

We appreciate your continued support.

## **Forward-Looking Statements:**

Certain statements in this communication may constitute forward-looking statements that reflect management’s current views with respect to future events and financial performance. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these terms or other comparable terminology. These statements include statements regarding the intent, belief or current expectations of us and members of our management team, as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks set forth in the section entitled “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 30, 2021, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, as filed with the SEC on May 17, 2021, any of which may cause our company’s or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied in our forward-looking statements. These risks and factors include, by way of example and without limitation:

- our ability to obtain financing needed to commence and complete our clinical trials;
- our ability to successfully develop and commercialize BRTX-100, our lead product candidate for the treatment of chronic lumbar disc disease;
- our ability to retain exclusive rights with regard to our licensed technology;
- our ability to protect our proprietary rights;
- our ability to achieve and sustain profitability of the existing lines of business;
- our ability to attract and retain world-class research and development talent;
- our ability to attract and retain key science, technology and management personnel and to expand our management team;
- the accuracy of estimates regarding expenses, future revenue, capital requirements, profitability, and needs for additional financing;
- business interruptions resulting from geo-political actions, including war and terrorism or disease outbreaks (such as the recent outbreak of COVID-19);
- our ability to attract and retain customers; and
- our ability to navigate through the increasingly complex therapeutic regulatory environment.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, or performance. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Readers are urged to carefully review and consider the various disclosures made by us in this communication and in our reports filed with the SEC. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events, or changes in the future operating results over time, except as required by law. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions.