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

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**FORM 8-K**

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Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): October 26, 2021

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**BioRestorative Therapies, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**001-37603**  
(Commission File Number)

**DE**  
(State or Other Jurisdiction of Incorporation)

**91-1835664**  
(I.R.S. Employer Identification No.)

**40 MARCUS DRIVE**  
**MELVILLE, NY 11747**  
(Address of principal executive offices, including zip code)

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

**NOT APPLICABLE**  
(Former name or former address, if changed since last report)

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))

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	NA	

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. ☐

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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-4,000 reverse split of the Company’s issued and outstanding common stock effective as of the opening of business on October 27, 2021 (the “Reverse Split”).

The Company has filed a Certificate of Amendment with the Secretary of State of the State of Delaware to effect the Reverse Split. 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 October 26, 2021, the Company issued a press release (the “Press Release”) announcing the Reverse Split. 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
  - 3.2          Certificate of Incorporation, as amended
  - 99.1        Press Release, dated October 26, 2021, 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: October 26, 2021

By: /s/ Lance Alstodt  
Lance Alstodt  
Chief Executive Officer

**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 adding the following to the end of Paragraph C 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-4,000 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 four thousand (4,000) 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 \$0.0001 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 October 27, 2021.

EXECUTED, this 26<sup>th</sup> day of October, 2021.

BioRestorative Therapies, Inc.

By: /s/ Lance Alstodt  
Lance Alstodt  
Chief Executive Officer

# CERTIFICATE OF INCORPORATION

## OF

### **BIORESTORATIVE THERAPIES, INC.** **(as amended through October 26, 2021)**

The undersigned, for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, certifies:

FIRST: The name of the corporation is BioRestorative Therapies, Inc. (hereinafter referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 874 Walker Road, Suite C, Dover, Delaware 19904, in the County of Kent. The name of the registered agent of the Corporation at that address is United Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

FOURTH: A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is three hundred billion twenty million (300,020,000,000), consisting of three hundred billion (300,000,000,000) shares of Common Stock, par value \$.0001 per share (the "Common Stock"), and twenty million (20,000,000) shares of Pre-ferred Stock, par value \$.01 per share (the "Preferred Stock").

B. The board of directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote thereon, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

C. The Common Stock shall be subject to the express terms of any series of Preferred Stock set forth in the Preferred Stock Designation relating thereto. Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder of record on the books of the Corporation for the election of directors and on all other matters on which stockholders of the Corporation are entitled to vote. The holders of shares of Common Stock shall be entitled to receive, when and if declared by the board of directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in stock or otherwise.

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 \$.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. [Effective July 7, 2015]

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-4,000 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 four thousand (4,000) 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 \$.0001 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. [Effective October 27, 2021]

D. The Corporation shall not issue nonvoting equity securities. As to any classes of securities possessing voting power, an appropriate distribution of such power shall be made among such classes, including, in the case of any class of equity securities having a preference over another class of equity securities with respect to dividends, adequate provisions for the election of directors representing such preferred class in the event of a default in the payment of such dividends.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the board of directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the by-laws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. The directors of the Corporation need not be elected by written ballot unless the by-laws so provide.

C. Subject to the rights of the holders of any series of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders, unless otherwise authorized by the board of directors in its sole discretion acting pursuant to a resolution adopted by a majority of the Whole Board. For purposes of this Certificate of Incorporation, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

D. Special meetings of stockholders of the Corporation may be called only by the board of directors acting pursuant to a resolution adopted by a majority of the Whole Board or by the Chairman of the Board.

- E. An annual meeting of stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the board of directors shall fix.

SIXTH: A. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by the board of directors pursuant to a resolution adopted by a majority of the Whole Board. The directors, other than those who may be elected by the holders of any series of Preferred Stock under specified circumstances, shall be divided into three classes, with the term of office of the first class to expire at the Corporation's first annual meeting of stockholders following the date of adoption of this Certificate of Incorporation, the term of office of the second class to expire at the Corporation's second annual meeting of stockholders following the date of adoption of this Certificate of Incorporation, and the term of office of the third class to expire at the Corporation's third annual meeting of stockholders following the date of adoption of this Certificate of Incorporation, with each director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of stockholders, (i) directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified; and (ii) if authorized by a resolution of the board of directors, directors may be elected to fill any vacancy on the board of directors, regardless of how such vacancy shall have been created.

- B. A majority of the Whole Board shall constitute a quorum for all purposes at any meeting of the board of directors, and, except as otherwise expressly required by law or by this Certificate of Incorporation, all matters shall be determined by the affirmative vote of a majority of the directors present at any meeting at which a quorum is present.

- C. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the board of directors resulting from death, resignation, disqualification, removal from office or other cause shall, unless otherwise required by law or by resolution of the board of directors, be filled only by a majority vote of the directors then in office, though less than a quorum (and not by stockholders), and directors so chosen shall serve for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires, with each director to hold office until his or her successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

- D. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the by-laws of the Corporation.

- E. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire board of directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all of the then-outstanding shares of capital stock of the Corporation then entitled to vote at an election of directors, voting together as a single class.

SEVENTH: The board of directors is expressly empowered to adopt, amend or repeal by-laws of the Corporation. Any adoption, amendment or repeal of the by-laws of the Corporation by the board of directors shall require the approval of a majority of the Whole Board. The stockholders shall also have the power to adopt, amend or repeal the by-laws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote thereon, voting together as a single class, shall be required to adopt, amend or repeal any provision of the by-laws of the Corporation.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of this Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of stock of this corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote thereon, voting together as a single class, shall be required to amend or repeal this Article NINTH, Sections C or D of Article FIFTH, Article SIXTH, Article SEVENTH, or Article EIGHTH.

TENTH: This Certificate of Incorporation is to become effective on January 1, 2015.

ELEVENTH: The name and address of the incorporator is as follows:

Mark Weinreb  
40 Marcus Drive  
Melville, New York 11747

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 22nd day of December 2014.

**Incorporator**





## **BioRestorative Therapies Announces Implementation of Reverse Stock Split in Preparation for Planned Uplisting to Nasdaq**

MELVILLE, NY, October 26, 2021—BioRestorative Therapies, Inc. (“BRTX” or the “Company”) (OTC: BRTX), a life sciences company focused on adult stem cell-based therapies, today announced its intention to effect a 1-for-4,000 reverse split of its common stock in preparation for the planned listing of the Company’s securities on The Nasdaq Capital Market (“Nasdaq”). The reverse stock split will become effective at the open of business on Wednesday, October 27, 2021, and the Company’s common stock will begin trading on the OTC Markets system on a split-adjusted basis under the temporary ticker symbol “BRTXD” at that time. The fifth character “D” will remain appended to the Company’s symbol for 20 business days or until the Company is listed on Nasdaq, whichever comes first, at which point the Company’s trading symbol will revert back to “BRTX.” The new CUSIP number for the Company’s common stock is 090655 606.

The Company has filed an application to list its common stock and warrants on The Nasdaq Capital Market and believes it satisfies the financial and liquidity requirements for listing other than the minimum share price and stockholders’ equity requirements. The reverse stock split is intended to enable the Company to meet the stock price requirement for initial listing on The Nasdaq Capital Market.

Lance Alstodt, CEO of the Company, “Implementation of the reverse stock split was an important strategic decision for BioRestorative. We believe the action will best position the Company for uplisting to Nasdaq and provide us with greater access to capital by increasing our exposure to institutional investors, which will ultimately help us to achieve our stated strategic and operational goals.”

Upon effectiveness of the reverse stock split, every 4,000 shares of the Company’s common stock outstanding will be converted into one share of common stock, with any fractional shares rounded up to one whole share. Accordingly, the number of shares of common stock outstanding following the reverse stock split will be reduced from 3,488,844,445 shares to 872,211 shares.

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### **About BioRestorative Therapies, Inc.**

BioRestorative Therapies, Inc. ([www.biorestorative.com](http://www.biorestorative.com)) develops therapeutic products 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 (brtxDISC™): Our lead cell therapy candidate, *BRTX-100*, 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 painful lumbosacral disc disorders or as a complementary therapeutic to a surgical procedure. The *BRTX-100* production process



utilizes proprietary technology and involves collecting a patient's bone marrow, isolating and culturing stem cells from the bone marrow and cryopreserving the cells. In an outpatient procedure, *BRTX-100* is to be injected by a physician into the patient's damaged disc. The treatment is intended for patients whose pain has not been alleviated by non-invasive procedures and who potentially face the prospect of surgery. We have received authorization from the Food and Drug Administration to commence a Phase 2 clinical trial using *BRTX-100* to treat chronic lower back pain arising from degenerative disc disease.

- **Metabolic Program (ThermoStem®):** We are developing a cell-based therapy candidate 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 animals 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, without limitation, those set forth in the Company's latest 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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