

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

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of Earliest Event Reported): November 16, 2021

BioRestorative Therapies, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

001-37603  
(Commission File Number)

Delaware  
(State or Other Jurisdiction of Incorporation)

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

40 MARCUS DRIVE  
MELVILLE, New York 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
Common Stock, \$0.0001 par value	BRTX	The Nasdaq Stock Market LLC

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. ☐

### Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 16, 2021, the Company filed a Certificate of Amendment with the Secretary of State of the State of Delaware to effect the Authorized Shares Reduction. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

(d) Exhibits:

### 3.1 Certificate of Amendment

## 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 18, 2021

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

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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:39 PM 11/16/2021  
FILED 02:39 PM 11/16/2021  
SR 20213811878 - File Number 5663168

**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:**

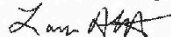
1. The name of the corporation (hereinafter called the "Corporation") is BioRestorative Therapies, Inc. The date of filing of the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") with the Secretary of State of the State of Delaware was December 22, 2014 under the name "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 ninety-five million (95,000,000), consisting of seventy-five million (75,000,000) shares of Common Stock, par value \$.0001 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 16<sup>th</sup> day of November, 2021

BioRestorative Therapies, Inc.



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