

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

**FORMS-1/A  
(Amendment No. 1)  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BIORESTORATIVE THERAPIES, INC.**  
(Exact name of registrant as specified in its charter)

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**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

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**8099**  
(Primary Standard Industrial  
Classification Code Number)

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**30-1341024**  
(I.R.S. Employer  
Identification Number)

**40 Marcus Drive, Suite One  
Melville, New York 11747  
(631) 760-8100**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Lance Alstodt, President and Chief Executive Officer  
BioRestorative Therapies, Inc.  
40 Marcus Drive, Suite One  
Melville, New York 11747  
(631) 760-8100**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*

**Fred Skolnik, Esq.  
Certilman Balin Adler & Hyman, LLP  
90 Merrick Avenue  
East Meadow, New York 11554  
(516) 296-7048**

Approximate date of commencement of proposed sale to the public: **As soon as practicable after the effective date of this registration statement**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [X]

Smaller reporting company [X]

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 7(a)(2)(B) of the Securities Act. [ ]

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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#### EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the [Registration Statement on Form S-1 of BioRestorative Therapies, Inc. \(File No. 333-278488\)](#) (the “Registration Statement”) is being filed as an exhibit-only filing to include Exhibits 3.1, 3.2, 3.3, 10.1 through 10.46 and 21.1 (each incorporated by reference as indicated herein). Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement and the signature page to the Registration Statement. The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

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Item 16. Exhibits.

Exhibit Number	Exhibit Description
<a href="#"><u>3.1</u></a>	<a href="#"><u>Amended and Restated Articles of Incorporation, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated December 29, 2022, wherein such document is identified as Exhibit 3.3</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Certificate of Designations of Series B Preferred Stock, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated December 29, 2022, wherein such document is identified as Exhibit 3.4</u></a>
<a href="#"><u>3.3</u></a>	<a href="#"><u>Bylaws, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated December 29, 2022, wherein such document is identified as Exhibit 3.5</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Certilman Balin Adler &amp; Hyman, LLP*</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>License Agreement, dated as of January 27, 2012, between Regenerative Sciences, LLC and BioRestorative Therapies, Inc. ("License Agreement"), incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, wherein such document is identified as Exhibit 10.44</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>Amendment to License Agreement, dated March 21, 2012, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, wherein such document is identified as Exhibit 10.45</u></a>
<a href="#"><u>10.3</u></a>	<a href="#"><u>Amendment to License Agreement, dated November 30, 2015, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2015, wherein such document is identified as Exhibit 10.20</u></a>
<a href="#"><u>10.4</u></a>	<a href="#"><u>Letter agreement, dated November 21, 2022, by and among BioRestorative Therapies, Inc., Regenerative Sciences, LLC and Regenexx, LLC with regard to License Agreement, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.4</u></a>
<a href="#"><u>10.5</u></a>	<a href="#"><u>Lease, dated as of August 25, 2014, between BioRestorative Therapies, Inc. and 50 Republic Road, LLC, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated August 25, 2014, wherein such document is identified as Exhibit 99.1</u></a>
<a href="#"><u>10.6</u></a>	<a href="#"><u>Lease Amendment, dated as of June 4, 2019, between 50 Republic Road, LLC and BioRestorative Therapies, Inc., incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2019, wherein such document is identified as Exhibit 10.37</u></a>
<a href="#"><u>10.7</u></a>	<a href="#"><u>BioRestorative Therapies, Inc. 2021 Stock Incentive Plan, as amended, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.7</u></a>
<a href="#"><u>10.8</u></a>	<a href="#"><u>Executive Employment Agreement, dated as of March 18, 2021, by and between BioRestorative Therapies, Inc. and Lance Alstodt, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated March 18, 2021, wherein such document is identified as Exhibit 99.2</u></a>
<a href="#"><u>10.9</u></a>	<a href="#"><u>Executive Employment Agreement, dated as of March 18, 2021, by and between BioRestorative Therapies, Inc. and Francisco Silva, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated March 18, 2021, wherein such document is identified as Exhibit 99.3</u></a>
<a href="#"><u>10.10</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of March 18, 2021, between BioRestorative Therapies, Inc. and Lance Alstodt, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated March 18, 2021, wherein such document is identified as Exhibit 99.4</u></a>
<a href="#"><u>10.11</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of March 18, 2021, between BioRestorative Therapies, Inc. and Francisco Silva, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated March 18, 2021, wherein such document is identified as Exhibit 99.5</u></a>
<a href="#"><u>10.12</u></a>	<a href="#"><u>Executive Employment Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and Robert Kristal, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.12</u></a>
<a href="#"><u>10.13</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and Lance Alstodt, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated November 4, 2021, wherein such document is identified as Exhibit 99.1</u></a>
<a href="#"><u>10.14</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and Francisco Silva, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated November 4, 2021, wherein such document is identified as Exhibit 99.2</u></a>
<a href="#"><u>10.15</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and Nickolay Kukekov, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.15</u></a>
<a href="#"><u>10.16</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and Patrick F. Williams, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.16</u></a>
<a href="#"><u>10.17</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and David Rosa, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.17</u></a>
<a href="#"><u>10.18</u></a>	<a href="#"><u>Amendment No. 1 to Non-Qualified Stock Option Award Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and Lance Alstodt, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.18</u></a>
<a href="#"><u>10.19</u></a>	<a href="#"><u>Amendment No. 1 to Non-Qualified Stock Option Award Agreement, dated as of November 4, 2021, between BioRestorative Therapies, Inc. and Francisco Silva, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.19</u></a>

- [10.20](#) [Common Stock Purchase Warrant, dated November 9, 2021, issued by BioRestorative Therapies, Inc. pursuant to public offering, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.20](#)
- [10.21](#) [Common Stock Purchase Warrant, dated November 9, 2021, issued by BioRestorative Therapies, Inc. to Auctus Fund, LLC, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.21](#)
- [10.22](#) [Amendment No. 2 to Non-Qualified Stock Option Award Agreement, dated as of December 10, 2021, between BioRestorative Therapies, Inc. and Lance Alstodt, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.22](#)
- [10.23](#) [Amendment No. 2 to Non-Qualified Stock Option Award Agreement, dated as of December 10, 2021, between BioRestorative Therapies, Inc. and Francisco Silva, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.23](#)
- [10.24](#) [Amendment No. 1 to Non-Qualified Stock Option Award Agreement, dated as of December 10, 2021, between BioRestorative Therapies, Inc. and Nickolay Kukekov, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.24](#)
- [10.25](#) [Amendment No. 1 to Non-Qualified Stock Option Award Agreement, dated as of December 10, 2021, between BioRestorative Therapies, Inc. and Patrick F. Williams, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.25](#)
- [10.26](#) [Amendment No. 1 to Non-Qualified Stock Option Award Agreement, dated as of December 10, 2021, between BioRestorative Therapies, Inc. and David Rosa, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2021, wherein such document is identified as Exhibit 10.26](#)
- [10.27](#) [Executive Employment Agreement, dated as of December 29, 2021, between BioRestorative Therapies, Inc. and Robert Paccasassi, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.27](#)
- [10.28](#) [Incentive Stock Option Award Agreement, dated as of February 17, 2023, between BioRestorative Therapies, Inc. and Lance Alstodt, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.28](#)
- [10.29](#) [Incentive Stock Option Award Agreement, dated as of February 17, 2023, between BioRestorative Therapies, Inc. and Francisco Silva, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.29](#)
- [10.30](#) [Incentive Stock Option Award Agreement, dated as of February 17, 2023, between BioRestorative Therapies, Inc. and Robert Kristal, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.30](#)
- [10.31](#) [Incentive Stock Option Award Agreement, dated as of February 17, 2023, between BioRestorative Therapies, Inc. and Robert Paccasassi, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.31](#)
- [10.32](#) [Non-Qualified Stock Option Award Agreement, dated as of February 17, 2023, between BioRestorative Therapies, Inc. and Nickolay Kukekov, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.32](#)
- [10.33](#) [Non-Qualified Stock Option Award Agreement, dated as of February 17, 2023, between BioRestorative Therapies, Inc. and Patrick F. Williams, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.33](#)
- [10.34](#) [Non-Qualified Stock Option Award Agreement, dated as of February 17, 2023, between BioRestorative Therapies, Inc. and David Rosa, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2022, wherein such document is identified as Exhibit 10.34](#)
- [10.35](#) [Capital on Demand™ Sales Agreement, dated as of April 14, 2023, by and between BioRestorative Therapies, Inc. and JonesTrading Institutional Services LLC, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated April 14, 2023, wherein such document is identified as Exhibit 1.1](#)
- [10.36](#) [Incentive Stock Option Award Agreement, dated as of February 13, 2024, between BioRestorative Therapies, Inc. and Lance Alstodt, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.36](#)
- [10.37](#) [Incentive Stock Option Award Agreement, dated as of February 13, 2024, between BioRestorative Therapies, Inc. and Francisco Silva, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.37](#)
- [10.38](#) [Incentive Stock Option Award Agreement, dated as of February 13, 2024, between BioRestorative Therapies, Inc. and Robert Kristal, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.38](#)
- [10.39](#) [Incentive Stock Option Award Agreement, dated as of February 13, 2024, between BioRestorative Therapies, Inc. and Robert Paccasassi, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.39](#)
- [10.40](#) [Non-Qualified Stock Option Award Agreement, dated as of February 13, 2024, between BioRestorative Therapies, Inc. and Nickolay Kukekov, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.40](#)
- [10.41](#) [Non-Qualified Stock Option Award Agreement, dated as of February 13, 2024, between BioRestorative Therapies, Inc. and Patrick F. Williams, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.41](#)
- [10.42](#) [Non-Qualified Stock Option Award Agreement, dated as of February 13, 2024, between BioRestorative Therapies, Inc. and David Rosa, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, wherein such document is identified as Exhibit 10.42](#)

<a href="#"><u>10.43</u></a>	<a href="#"><u>Form of Agreement, dated February 6, 2024, by and between the Company and the warrant holders (other than Auctus Fund, LLC), incorporated by reference to the registrant's Current Report on Form 8-K for an event dated February 6, 2024, wherein such document is identified as Exhibit 10.1</u></a>
<a href="#"><u>10.44</u></a>	<a href="#"><u>Form of Agreement, dated February 5, 2024, by and between the Company and Auctus Fund, LLC, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated February 6, 2024, wherein such document is identified as Exhibit 10.2</u></a>
<a href="#"><u>10.45</u></a>	<a href="#"><u>Form of New Warrant issued to warrant holders (other than Auctus Fund, LLC), incorporated by reference to the registrant's Current Report on Form 8-K for an event dated February 6, 2024, wherein such document is identified as Exhibit 10.3</u></a>
<a href="#"><u>10.46</u></a>	<a href="#"><u>Form of New Warrant issued to Auctus Fund, LLC, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated February 6, 2024, wherein such document is identified as Exhibit 10.4</u></a>
<a href="#"><u>21.1</u></a>	<a href="#"><u>Subsidiaries, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 2018, wherein such document is identified as Exhibit 21</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Marcum LLP*</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Certilman Balin Adler &amp; Hyman, LLP (included in the opinion of Certilman Balin Adler &amp; Hyman, LLP filed as Exhibit 5.1)*</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (included on signature page of the Registration Statement)</u></a>
<a href="#"><u>107.1</u></a>	<a href="#"><u>Filing Fee Table*</u></a>

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\*Previously filed.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 1 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Melville, New York, on April 12, 2024.

### BIORESTORATIVE THERAPIES, INC.

By: /s/ Lance Alstodt

Lance Alstodt

President, Chief Executive Officer and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/Lance Alstodt</u> Lance Alstodt	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	April 12, 2024
<u>*</u> Francisco Silva	Vice President, Research and Development, Secretary and Director	April 12, 2024
<u>*</u> Robert E. Kristal	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 12, 2024
<u>*</u> Nickolay Kukekov	Director	April 12, 2024
<u>*</u> Patrick F. Williams	Director	April 12, 2024
<u>*</u> David Rosa	Director	April 12, 2024
<u>*By: /s/ Lance Alstodt</u> Lance Alstodt Attorney-In-Fact		