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): September 2, 2026

BioRestorative Therapies, Inc.
(Exact name of registrant as specified in its charter)

Nevada	001-37603	30-1341024
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

40 Marcus Drive, Suite 1, Melville, New York 11747
(Address of principal executive offices, including zip code)

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

N/A
(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 (see General Instruction A.2. below):

☐ 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, par value $0.0001 per share	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. ☐

Item 3.03. Material Modification to Rights of Security Holders.

On September 2, 2026, BioRestorative Therapies, Inc. (the "**Company**") filed a Certificate of Change Pursuant to NRS 78.209 (the "**Certificate of Change**") with the Secretary of State of the State of Nevada to effect a one-for-twenty (1-for-20) reverse stock split (the "**Reverse Stock Split**") of the Company's common stock, par value $0.0001 per share (the "**Common Stock**"). The Certificate of Change will become effective at 4:30 p.m., Eastern Time, on September 7, 2026 (the "**Effective Time**"). The Reverse Stock Split was approved by the Company's Board of Directors by unanimous written consent dated August 27, 2026, without stockholder approval, as permitted under Section 78.207 of the Nevada Revised Statutes (the "**NRS**").

At the Effective Time, every twenty (20) shares of Common Stock issued and outstanding immediately prior to the Effective Time will be automatically combined and reclassified into one (1) share of Common Stock, without any change to the par value of $0.0001 per share. As a result, the number of shares of Common Stock issued and outstanding will be reduced from 27,622,556 shares to approximately 1,381,128 shares (subject to adjustment for the treatment of fractional shares described below). No fractional shares of Common Stock will be issued in connection with the Reverse Stock Split; in lieu thereof, each holder of record who would otherwise have been entitled to receive a fractional share of Common Stock will be entitled to receive one (1) whole share of Common Stock, rounded up to the nearest whole share. Shares held in street name through a bank, broker, or other nominee will be treated in accordance with the procedures of such bank, broker, or nominee, which may differ from the treatment of holders of record; beneficial holders should contact their bank, broker, or nominee with any questions. The Reverse Stock Split will affect all holders of Common Stock uniformly and will not alter any holder's percentage ownership interest in the Company, except for de minimis changes resulting from the treatment of fractional shares.

In accordance with NRS 78.207, the number of authorized shares of Common Stock will be decreased at the Effective Time in the same proportion as the decrease in the number of issued and outstanding shares of Common Stock, from 1,500,000,000 shares to 75,000,000 shares. The number of authorized shares of the Company's preferred stock, par value $0.01 per share, will remain unchanged at 20,000,000 shares.

Proportionate adjustments will be made to the number of shares of Common Stock issuable upon the exercise or vesting of the Company's outstanding stock options, warrants, and other equity-based awards, and to the applicable exercise or conversion prices thereof, in accordance with their respective terms, and to the number of shares of Common Stock reserved for issuance under the Company's 2021 Stock Incentive Plan.

The Common Stock will begin trading on The Nasdaq Capital Market on a reverse split-adjusted basis at the opening of trading on September 8, 2026, under the existing trading symbol "BRTX" and under a new CUSIP number, 090655705.

The foregoing description of the Certificate of Change does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Change, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth under Item 3.03 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03.

Item 7.01. Regulation FD Disclosure.

On September 2, 2026, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information included in this Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Change Pursuant to NRS 78.209 of BioRestorative Therapies, Inc., as filed with the Secretary of State of the State of Nevada, effective September 7, 2026.
99.1	Press Release, dated September 2, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

Date: September 2, 2026

By: /s/ Mika Grasso
Name: Mika Grasso
Title: Chief Executive Officer

Exhibit 3.1

CERTIFICATE OF CHANGE PURSUANT TO NRS 78.209
OF
BIORESTORATIVE THERAPIES, INC.

BioRestorative Therapies, Inc., a corporation organized and existing under the laws of the State of Nevada (the "**Corporation**"), does hereby certify as follows, pursuant to Sections 78.207 and 78.209 of the Nevada Revised Statutes (the "**NRS**"):

1. Name. The name of the Corporation is BioRestorative Therapies, Inc.

2. Board Approval; No Stockholder Approval Required. By unanimous written consent dated August 27, 2026, the Board of Directors of the Corporation adopted a resolution authorizing the change set forth in this Certificate of Change pursuant to NRS 78.207. Approval of the stockholders of the Corporation is not required pursuant to NRS 78.207, as the change decreases the number of authorized shares of the class and the number of issued and outstanding shares of the same class in the same proportion.

3. Authorized Shares Before the Change. The current number of authorized shares of common stock of the Corporation, and the par value thereof, before the change effected by this Certificate of Change: 1,500,000,000 shares of common stock, par value $0.0001 per share (the "**Common Stock**"). The number of authorized shares of preferred stock of the Corporation, par value $0.01 per share, is not affected by this Certificate of Change and shall remain 20,000,000 shares.

4. Authorized Shares After the Change. The number of authorized shares of Common Stock, and the par value thereof, after the change effected by this Certificate of Change: 75,000,000 shares of Common Stock, par value $0.0001 per share.

5. Exchange of Issued and Outstanding Shares; Reverse Stock Split. Effective as of the Effective Time (as defined in paragraph 7 below), each twenty (20) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the holder thereof, be combined and reclassified into one (1) validly issued, fully paid, and non-assessable share of Common Stock, par value $0.0001 per share (i.e., the number of shares of Common Stock to be issued after the change in exchange for each twenty (20) issued shares of Common Stock of the same class is one (1) share).

6. Fractional Shares. No fractional shares of Common Stock shall be issued in connection with the change effected by this Certificate of Change; in lieu thereof, each holder of record of Common Stock who would otherwise be entitled to receive a fractional share of Common Stock shall receive one (1) whole share of Common Stock, rounded up to the nearest whole share. The transfer agent of the Corporation is hereby authorized to effect such rounding on behalf of the Corporation.

7. Effective Date and Time. This Certificate of Change shall become effective at 4:30 p.m., Eastern Time, on September 7, 2026 (the "**Effective Time**").

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IN WITNESS WHEREOF, the undersigned officer of the Corporation, acting pursuant to authority granted by the Board of Directors of the Corporation, has executed this Certificate of Change as of August 27, 2026.

/s/ *Mika Grasso*

Mika Grasso, Chief Executive Officer

BioRestorative Therapies, Inc.

Exhibit 99.1

BioRestorative Therapies Announces Reverse Stock Split

MELVILLE, N.Y., September 2, 2026 (GLOBE NEWSWIRE) — BioRestorative Therapies, Inc. (Nasdaq: BRTX) ("BioRestorative" or the "Company"), a late-stage clinical regenerative medicine company, today announced that the Company's Board of Directors approved a 1-for-20 reverse stock split (the "Reverse Stock Split") of the Company's common stock (the "Common Stock"). The Company was not required to obtain stockholder approval to effectuate the Reverse Stock Split under Nevada law. The Company filed a certificate of change with the Secretary of State of the State of Nevada, which is expected to become effective as of 4:30 P.M. Eastern Time on September 7, 2026. The Common Stock will begin trading on The Nasdaq Capital Market on a reverse split-adjusted basis at the start of trading on September 8, 2026, under the symbol "BRTX" and under a new CUSIP number, 090655705. The Company is effecting the Reverse Stock Split with the intention of regaining compliance with the $1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2).

Upon implementation of the Reverse Stock Split, every twenty shares of the Company's issued and outstanding Common Stock will automatically convert into one share of Common Stock without any change to the par value of $0.0001 per share, and the number of shares of Common Stock issued and outstanding will be reduced from 27,622,556 shares as of August 28, 2026, to approximately 1,381,128 shares. In accordance with Nevada law, the number of authorized shares of Common Stock will be reduced proportionately from 1,500,000,000 shares to 75,000,000 shares. Following the Reverse Stock Split, the ownership percentage of each stockholder will remain unchanged, other than as a result of the treatment of fractional shares. Proportional adjustments will be made to the number of shares of Common Stock issuable upon exercise of the Company's outstanding stock options and warrants, and other incentive awards, as well as the applicable exercise prices, and to the number of shares reserved for issuance under the Company's 2021 Stock Incentive Plan.

No fractional shares of Common Stock will be issued in connection with the Reverse Stock Split. Instead, each holder of record who would otherwise be entitled to receive a fractional share will receive one whole share of Common Stock, rounded up to the nearest whole share. Stockholders holding shares in street name through a bank, broker, or other nominee will have their positions adjusted in accordance with the procedures of such bank, broker, or nominee.

Information for Stockholders

TranShare Corporation, the Company's transfer agent, will send instructions to stockholders of record who hold stock certificates regarding the exchange of certificates for Common Stock. Stockholders who hold their shares of Common Stock in book-entry form or in brokerage accounts or "street name" are not required to take any action to effect the exchange of their shares of Common Stock following the Reverse Stock Split.

About BioRestorative Therapies, Inc.

BioRestorative Therapies, Inc. (www.biorestorative.com) develops therapeutic products using cell and tissue protocols, primarily involving adult stem cells. Our two core programs relate to the treatment of disc/spine disease (our lead cell therapy candidate, BRTX-100, is currently in a Phase 2 clinical trial for the treatment of chronic lumbar disc disease) and metabolic disorders (our ThermoStem® Program). We have also developed a commercial biocosmeceutical platform through which we formulate, manufacture and sell cell-based biologic aesthetic products.

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 statements are intended to qualify for the protection of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally identified by words such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "targets," "will," "would," and similar expressions, and the negatives of those terms. Forward-looking statements in this press release include, among others, statements regarding the timing and effectiveness of the Reverse Stock Split and the anticipated market-effective and first-trading dates; the anticipated post-split trading price of the Common Stock and the ability of the Reverse Stock Split to result in a sustained increase in the price of the Common Stock to a level at or above $1.00 per share; the expected number of shares of Common Stock outstanding following the Reverse Stock Split and the effect of the treatment of fractional shares; the proportional adjustment of the Company's outstanding stock options, warrants, and other equity awards; and the Company's ability to regain and maintain compliance with all applicable continued listing standards of The Nasdaq Capital Market.

These forward-looking statements are based on the Company's current expectations and assumptions and are subject to known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include, among others, the risk that the Reverse Stock Split does not result in a sustained increase in the price of the Common Stock, or that the price of the Common Stock subsequently declines below $1.00 per share, which could result in non-compliance with Nasdaq continued listing standards or delisting proceedings; the risk that the Reverse Stock Split causes the Company to fall out of compliance with another Nasdaq listing requirement, including the requirement to maintain a minimum number of publicly held shares; restrictions under Nasdaq rules that limit the Company's ability to effect additional reverse stock splits within a one-year period to regain compliance with the minimum bid price requirement; the volatility of the market price and trading volume of the Common Stock; and general business, economic, and market conditions, as well as the other risks and uncertainties described under the heading "Risk Factors" in the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and its subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Copies of these filings are available at www.sec.gov.

Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as may be required by applicable law. You should not place undue reliance on these forward-looking statements.

Investor Contact:

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Investor Relations

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