

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

BioRestorative Therapies, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

090655606

(CUSIP Number)

December 31, 2023

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAME OF REPORTING PERSONS Auctus Fund, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <div style="text-align: right;">(a) <input type="radio"/> (b) <input type="radio"/></div>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 482,315 (See Note 1)	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER 482,315 (See Note 1)	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 482,315 (See Note 1)		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <div style="text-align: right;">0</div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9% (See Note 1)		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN		

(1) This amount comprises beneficial ownership of 482,315 shares of Common Stock which consists of (i) 361,250 shares of Common Stock and (ii) 121,065 shares issuable upon exercise of warrants held by Auctus Fund, LLC (the "Warrants"). All such shares of Common Stock in the aggregate represent beneficial ownership of approximately 9.9% of the Common Stock based on (i) 4,706,917 shares of Common Stock outstanding as of November 10, 2023 as represented in the 10-Q filed by the Issuer with the Securities and Exchange Commission ("SEC") on November 13, 2023, plus (ii) 121,065 shares of Common Stock issuable upon the exercise of the Warrants.

1.	NAME OF REPORTING PERSONS Auctus Fund Management LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <div style="text-align: right;">(a) <input type="radio"/> (b) <input type="radio"/></div>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 482,315 (See Note 2)	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER 482,315 (See Note 2)	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 482,315 (See Note 2)		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <div style="text-align: right;">0</div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9% (See Note 2)		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA, OO, HC		

(2) See Note (1) Above

1.	NAME OF REPORTING PERSONS Alfred Sollami		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <div style="text-align: right;">(a) <input type="radio"/> (b) <input type="radio"/></div>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 482,315 (See Note 3)	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER 482,315 (See Note 3)	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 482,315 (See Note 3)		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <div style="text-align: right;">o</div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9% (See Note 3)		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN, HC		

(3) See Note (1) Above

1.	NAME OF REPORTING PERSONS Louis Posner		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <div style="text-align: right;">(a) <input type="radio"/> (b) <input type="radio"/></div>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 482,315 (See Note 4)	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER 482,315 (See Note 4)	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 482,315 (See Note 4)		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <div style="text-align: right;">o</div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9% (See Note 4)		
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN, HC		

(4) See Note (1) Above

Item 1(a). Name of Issuer:

BioRestorative Therapies, Inc. (the “Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

40 Marcus Drive
Melville, New York 11747

Item 2(a). Name of Persons Filing:

This statement is filed by the entities and persons listed below, who are collectively referred to herein as "Reporting Persons", with respect to the shares of Common Stock of the Company:

- (i) Auctus Fund, LLC
- (ii) Auctus Fund Management LLC
- (iii) Alfred Sollami
- (iv) Louis Posner

Item 2(b). Address of Principal Business Office or, if none, Residence:

- (i) Auctus Fund, LLC
535 Boylston Street, 3rd Floor, Suite 301
Boston, MA 02116
- (ii) Auctus Fund Management LLC
535 Boylston Street, 3rd Floor, Suite 301
Boston, MA 02116
- (iii) Alfred Sollami
535 Boylston Street, 3rd Floor, Suite 301
Boston, MA 02116
- (iv) Louis Posner
535 Boylston Street, 3rd Floor, Suite 301
Boston, MA 02116

Item 2(c). Citizenship:

- (i) Auctus Fund, LLC – DE
- (ii) Auctus Fund Management LLC – DE
- (iii) Alfred Sollami – USA
- (iv) Louis Posner – USA

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 par value (“Common Stock”)

Item 2(e). CUSIP Number:

090655606

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (e) ☒ An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (g) ☒ Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)

Item 4. Ownership

- (i) Auctus Fund, LLC
 - (a) Amount beneficially owned: 482,315 (See Note 5)
 - (b) Percent of class: 9.9% (See Note 6)
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 482,315 (See Note 5)
 - (iii) Sole power to dispose or to direct the disposition of: 0

- (iv) Shared power to dispose or to direct the disposition of: 482,315 (See Note 5)
- (ii) Auctus Fund Management LLC
 - (a) Amount beneficially owned: 482,315 (See Note 5)
 - (b) Percent of class: 9.9% (See Note 6)
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 482,315 (See Note 5)
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 482,315 (See Note 5)
- (iii) Alfred Sollami
 - (a) Amount beneficially owned: 482,315 (See Note 5)
 - (b) Percent of class: 9.9% (See Note 6)
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 482,315 (See Note 5)
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 482,315 (See Note 5)
- (iv) Louis Posner
 - (a) Amount beneficially owned: 482,315 (See Note 5)
 - (b) Percent of class: 9.9% (See Note 6)
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 482,315 (See Note 5)
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 482,315 (See Note 5)

Note 5:

Auctus Fund Management LLC is an exempt reporting adviser that files annual reports with the SEC and the State of Massachusetts and serves as the investment manager to Auctus Fund, LLC, (the "Fund"). Mr. Alfred Sollami and Mr. Louis Posner, as Managing Members of Auctus Fund Management LLC, with the power to exercise investment and voting discretion, may be deemed to be the beneficial owners of all shares of Common Stock held by the Fund. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, the Fund expressly disclaims beneficial ownership over any of the securities reported in this statement, and the filing of this statement shall not be construed as an admission that the Fund is the beneficial owner of any of the securities reported herein.

Note 6:

This amount comprises beneficial ownership of 482,315 shares of Common Stock which consists of (i) 361,250 shares of Common Stock and (ii) 121,065 shares issuable upon exercise of the Warrants. All such shares of Common Stock in the aggregate represent beneficial ownership of approximately 9.9% of the Common Stock based on (i) 4,706,917 shares of Common Stock outstanding as of November 10, 2023 as represented in the 10-Q filed by the Issuer with the SEC on November 13, 2023, plus (ii) 121,065 shares of Common Stock issuable upon the exercise of the Warrants. The foregoing excludes 1,555,515 shares of Common Stock issuable upon exercise of the Warrants because the Warrants contain a blocker provision under which the holder does not have the right to exercise the Warrants to the extent that such exercise would result in beneficial ownership by the holder thereof, together with the holder's affiliates and any other person or entity acting as a group together with the holder or any of the holder's affiliates, of more than 9.99% of the Common Stock. The foregoing also excludes 1,398,158 shares of Common Stock issuable upon the conversion of Series B Preferred Stock because these securities contain similar blocker provisions to those attached to the Warrants and described above. Without such blocker provisions, the Fund may be deemed to have beneficial ownership of 3,435,988 shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

See Note 5 above. The Fund has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this Statement.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See Note 5 above

Item 8. Identification and Classification of Members of the Group:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certifications:

Each of the Reporting Persons makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2024

Auctus Fund, LLC

By: Auctus Fund Management LLC, its Managing Member

By: /s/ Alfred Sollami

Name: Alfred Sollami

Title: Managing Member

Auctus Fund Management LLC

By: /s/ Alfred Sollami

Name: Alfred Sollami

Title: Managing Member

Alfred Sollami

By: /s/ Alfred Sollami

EXHIBIT A

Joint Filing Agreement Pursuant to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Act") by and among the parties listed below, each referenced to herein as a "Joint Filer". The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the rules thereunder may be filed on each of his, her or its behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1(k).

Dated: February 14, 2024

Auctus Fund, LLC

By: Auctus Fund Management LLC, its Managing Member

By: /s/ Alfred Sollami

Name: Alfred Sollami

Title: Managing Member

Auctus Fund Management LLC

By: /s/ Alfred Sollami

Name: Alfred Sollami

Title: Managing Member

Alfred Sollami

By: /s/ Alfred Sollami

Louis Posner

By: /s/ Louis Posner