

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. **3**)*

BioRestorative Therapies, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

090655606

(CUSIP Number)

09/30/2024

(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)

SCHEDULE 13G

CUSIP No. 090655606

1	Names of Reporting Persons Auctus Fund Management LLC
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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 0.00
	6	Shared Voting Power 692,418.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 692,418.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 692,418.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.9 %	
12	Type of Reporting Person (See Instructions) IA, OO, HC	

SCHEDULE 13G

CUSIP No.	090655606
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1	Names of Reporting Persons Auctus Fund, LLC	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
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 0.00
	6	Shared Voting Power 692,418.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 692,418.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 692,418.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	

11	Percent of class represented by amount in row (9) 9.9 %
12	Type of Reporting Person (See Instructions) PN

SCHEDULE 13G

CUSIP No.	090655606
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1	Names of Reporting Persons Alfred Sollami	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
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 0.00
	6	Shared Voting Power 692,418.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 692,418.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 692,418.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.9 %	
12	Type of Reporting Person (See Instructions) HC, IN	

SCHEDULE 13G

CUSIP No.	090655606
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1	Names of Reporting Persons Louis Posner
2	Check the appropriate box if a member of a Group (see instructions)

	<input type="checkbox"/> (a) <input type="checkbox"/> (b)								
3	Sec Use Only								
4	Citizenship or Place of Organization UNITED STATES								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="1"> <tr> <td>5</td> <td> Sole Voting Power 0.00 </td> </tr> <tr> <td>6</td> <td> Shared Voting Power 692,418.00 </td> </tr> <tr> <td>7</td> <td> Sole Dispositive Power 0.00 </td> </tr> <tr> <td>8</td> <td> Shared Dispositive Power 692,418.00 </td> </tr> </table>	5	Sole Voting Power 0.00	6	Shared Voting Power 692,418.00	7	Sole Dispositive Power 0.00	8	Shared Dispositive Power 692,418.00
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6	Shared Voting Power 692,418.00								
7	Sole Dispositive Power 0.00								
8	Shared Dispositive Power 692,418.00								
9	Aggregate Amount Beneficially Owned by Each Reporting Person 692,418.00								
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>								
11	Percent of class represented by amount in row (9) 9.9 %								
12	Type of Reporting Person (See Instructions) HC, IN								

SCHEDULE 13G

Item 1.

(a) **Name of issuer:**

BioRestorative Therapies, Inc.

(b) **Address of issuer's principal executive offices:**

40 MARCUS DRIVE, MELVILLE, NEW YORK, 11747.

Item 2.

(a) **Name of person filing:**

This statement is filed by the entities and persons listed below, who are collectively referred herein as "Reporting Persons", with respect to the shares of Common Stock (as defined in Item 2(d) below) of the Company:

(i) Auctus Fund Management LLC

(ii) Auctus Fund, LLC

(iii) Alfred Sollami

(iv) Louis Posner

(b) **Address or principal business office or, if none, residence:**

(i) Auctus Fund Management LLC
535 Boylston Street, 3rd Floor, Suite 301
Boston, MA 02116

(ii) Auctus Fund, 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) Mr. Louis Posner
535 Boylston Street, 3rd Floor, Suite 301
Boston, MA 02116

(c) **Citizenship:**

(i) Auctus Fund Management LLC - DE

(ii) Auctus Fund, LLC - DE

(iii) Alfred Sollami - USA

(iv) Louis Posner - USA

(d) **Title of class of securities:**

Common Stock, \$0.0001 par value

(e) **CUSIP No.:**

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:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) **Amount beneficially owned:**

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.

Auctus Fund Management LLC
Amount beneficially owned: 692,418

Auctus Fund, LLC
Amount beneficially owned: 692,418

Alfred Sollami
Amount beneficially owned: 692,418

Louis Posner
Amount beneficially owned: 692,418

(b) **Percent of class:**

This amount comprises beneficial ownership of 692,418 shares of Common Stock which consists of (i) 681,230 shares of Common Stock and (ii) 11,188 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) 6,919,919 shares of Common Stock outstanding as of August 12, 2024 as represented in the 10-Q filed by the Issuer with the Securities and Exchange Commission ("SEC") on August 13, 2024, plus (ii) 11,188 shares of Common Stock issuable upon the exercise of the

Warrants. The foregoing excludes 2,447,827 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 together with the holder's affiliates and any other person or entity acting as a group together with the holder of any or the holder's affiliates, owns 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 the securities contain a blocker. Without such blocker provisions, the Fund may have been deemed to have beneficial ownership of 4,538,403 shares of Common Stock.

Auctus Fund Management LLC
Percent of class: 9.9%

Auctus Fund, LLC
Percent of class: 9.9%

Alfred Sollami
Percent of class: 9.9%

Louis Posner
Percent of class: 9.9 %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Auctus Fund Management LLC
Sole power to vote or to direct the vote: 0

Auctus Fund, LLC
Sole power to vote or to direct the vote: 0

Alfred Sollami
Sole power to vote or to direct the vote: 0

Louis Posner
Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote:

Auctus Fund Management LLC
Shared power to vote or to direct the vote: 692,418

Auctus Fund, LLC
Shared power to vote or to direct the vote: 692,418

Alfred Sollami
Shared power to vote or to direct the vote: 692,418

Louis Posner
Shared power to vote or to direct the vote: 692,418

(iii) Sole power to dispose or to direct the disposition of:

Auctus Fund Management LLC
Sole power to dispose or to direct the disposition of: 0

Auctus Fund, LLC
Sole power to dispose or to direct the disposition of: 0

Alfred Sollami
Sole power to dispose or to direct the disposition of: 0

Louis Posner
Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:

Auctus Fund Management LLC
Shared power to dispose or to direct the disposition of: 692,418

Auctus Fund, LLC
Shared power to dispose or to direct the disposition of: 692,418

Alfred Sollami
Shared power to dispose or to direct the disposition of: 692,418

Louis Posner
Shared power to dispose or to direct the disposition of: 692,418

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

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

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 or Control Person.

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Auctus Fund Management LLC

Signature: /s/ Alfred Sollami
Name/Title: Managing Member
Date: 11/14/2024

Auctus Fund, LLC

Signature: /s/ Alfred Sollami
Name/Title: Auctus Fund Management LLC, its Managing Member
Date: 11/14/2024

Alfred Sollami

Signature: /s/ Alfred Sollami
Name/Title: Alfred Sollami
Date: 11/14/2024

Louis Posner

Signature: /s/ Louis Posner
Name/Title: Louis Posner
Date: 11/14/2024