

BioRestorative Therapies, Inc.
Form 8-K
December 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: December 8, 2014
(Date of earliest event reported)

BIORESTORATIVE THERAPIES, INC.
(Exact Name of Registrant as Specified in Charter)

Nevada 000-54402 91-1835664
(State or Other Jurisdiction (Commission File No.) (IRS Employer Identification
of Incorporation) Number)

555 Heritage Drive, Jupiter, 33458
Florida
(Address of Principal(Z i p
Executive Offices) Code)

Registrant's telephone number, including area code: (561) 904-6070

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))

Item 3.02. Unregistered Sales of Equity Securities.

Between November 28, 2014 and December 11, 2014, BioRestorative Therapies, Inc. (the “Company”) issued an aggregate of 966,667 shares of common stock of the Company for an aggregate purchase price of \$250,000. In connection with the share issuances, the Company issued to the subscribers warrants for the purchase of an aggregate of 441,667 shares of common stock at an exercise price of: (i) \$0.40 per share with respect to 200,000 such warrants, (ii) \$0.50 per share with respect to 200,000 such warrants and (iii) \$0.75 per share with respect to 41,667 such warrants. The warrants have a term of five years.

In addition, between November 26, 2014 and November 30, 2014, the Company issued an aggregate of 162,500 shares of common stock of the Company in consideration of services rendered valued at \$38,000.

Further, on December 12, 2014, the Company issued an aggregate of 110,000 shares of common stock pursuant to the exercise of warrants at an aggregate exercise price of \$33,000. The shares were issued pursuant to a warrant repricing program under which the exercise price for warrants for the purchase of shares of common stock of the Company was reduced to \$0.30 per share for a limited period of time. In connection with the share issuances, the Company issued to the purchasers of such shares additional warrants for the purchase of an aggregate of 110,000 shares of common stock of the Company at an exercise price of \$0.75 per share. The additional warrants are exercisable until December 12, 2016 and are redeemable by the Company under certain circumstances.

For each of the securities issuances, the Company relied upon Section 4(a)(2) of the Securities Act of 1933, as amended, as transactions by an issuer not involving any public offering. For each such transaction, the Company did not use general solicitation or advertising to market the securities, the securities were offered to a limited number of persons, the investors had access to information regarding the Company (including information contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013, Quarterly Reports on Form 10-Q for the periods ended March 31, 2014, June 30, 2014 and September 30, 2014 and Current Reports on Form 8-K filed with the Securities and Exchange Commission and press releases made by the Company), and management of the Company was available to answer questions from prospective investors. The Company reasonably believes that each of the investors is an accredited investor.

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: December 12, 2014

By: /s/ Mark Weinreb
Mark Weinreb
Chief Executive Officer