

Item 3.02 Unregistered Sales of Equity Securities.

Between December 12, 2017 and January 19, 2018, BioRestorative Therapies, Inc. (the "Company") issued an aggregate of 282,125 shares of common stock pursuant to the exercise of warrants at an aggregate exercise price of approximately \$564,000. In connection with the share issuances, the Company issued to the purchasers of such shares additional two-year warrants for the purchase of an aggregate of 70,532 shares of common stock of the Company at an exercise price of \$4.00 per share.

On January 5, 2018, the Company issued a five-year warrant to purchase 30,000 shares of the Company's common stock at an exercise price of \$4.00 per share in consideration of services rendered. The grant date fair value of the warrant was approximately \$48,000.

Between January 5, 2018 and January 22, 2018, the Company issued an aggregate of 45,453 shares of common stock in exchange for outstanding indebtedness in the aggregate amount of \$93,925, inclusive of accrued and unpaid interest.

On January 18, 2018, in consideration of the extension of the maturity date for the repayment of a certain loan, the Company issued the lender 10,000 shares of the Company's common stock. The grant date fair value of the shares of common stock was approximately \$20,000.

For each of the securities issuances, the Company relied upon Section 4(a)(2) of the Securities Act of 1933, as amended (the "Act"), as transactions by an issuer not involving any public offering or Section 3(a)(9) of the Act as a security exchanged by an issuer with its existing security holders exclusively where no commission or other remuneration is paid or given directly or indirectly for soliciting such exchange. 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 Registration Statement on Form S-1, Annual Report on Form 10-K for the year ended December 31, 2016, Quarterly Reports on Form 10-Q for the periods ended March 31, 2017, June 30, 2017, and September 30, 2017, 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: February 2, 2018 By: /s/ Mark Weinreb
Mark Weinreb
Chief Executive Officer