



Item 3.02 Unregistered Sales of Equity Securities.

Between May 14, 2018 and June 29, 2018, BioRestorative Therapies, Inc. (the "Company") issued an aggregate of 179,499 shares of common stock in exchange for outstanding indebtedness in the aggregate amount of \$198,780, inclusive of accrued and unpaid interest.

Between June 11, 2018 and June 17, 2018, in consideration of the extension of the maturity dates for the repayment of certain loans, the Company issued the lenders an aggregate 10,000 shares of the Company's common stock. The aggregate grant date fair value of the shares of common stock was approximately \$20,000.

Between June 4, 2018 and June 13, 2018, the Company issued promissory notes in the aggregate principal amount of \$315,000. The notes are convertible into shares of the Company's common stock at the election of the holders at any time immediately on or after the respective issuance dates until the balance has been paid in full, at a conversion price of \$2.00 per share, subject to adjustment.

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 Form S-1, Annual Report on Form 10-K for the year ended December 31, 2017, Quarterly Report on Form 10-Q for the period ended March 31, 2018, 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.

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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: July 2, 2018 By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer