



Item 3.02. Unregistered Sales of Equity Securities.

Between November 9, 2016 and January 25, 2017, BioRestorative Therapies, Inc. (the "Company") issued an aggregate of 236,656 shares of common stock of the Company at a purchase price of \$3.00 per share. In consideration of the share purchases, the Company issued to the subscribers five year warrants for the purchase of an aggregate of 246,656 shares of common stock of the Company at an exercise price of \$4.00 per share.

Between November 7, 2016 and November 22, 2016, the Company issued an aggregate of 21,389 shares of common stock of the Company in exchange for outstanding indebtedness in the aggregate amount of \$42,186, inclusive of accrued and unpaid interest.

On October 19, 2016, the Company issued 7,500 shares of common stock of the Company in consideration of services rendered. The shares were valued at \$15,000.

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 Annual Report on Form 10-K for the year ended December 31, 2015, Quarterly Reports on Form 10-Q for the periods ended March 31, 2016, June 30, 2016 and September 30, 2016, 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.

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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: February 3, 2017 By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer