



Item 3.02. Unregistered Sales of Equity Securities.

Between February 27, 2017 and March 2, 2017, BioRestorative Therapies, Inc. (the "Company") issued an aggregate of 64,000 shares of common stock of the Company at an aggregate purchase price of \$192,000. In consideration of the share purchases, the Company issued to the subscribers five year warrants for the purchase of an aggregate of 64,000 shares of common stock of the Company at an exercise price of \$4.00 per share.

Between February 24, 2017 and March 7, 2017, the Company issued an aggregate of 17,854 shares of common stock of the Company in exchange for outstanding indebtedness in the aggregate amount of \$47,277, inclusive of accrued and unpaid interest.

Effective March 1, 2017, the Company entered into exchange agreements with four non-employee directors of the Company pursuant to which an aggregate of \$265,000 of accrued director fees were exchanged for an aggregate of 88,334 shares of common stock of the Company and, in consideration thereof, the Company issued to the directors five year warrants for the purchase of an aggregate of 88,334 shares of common stock of the Company at an exercise price of \$4.00 per share.

On March 9, 2017, in consideration of the extension of the term of a consulting agreement, the Company issued to the consultant a five year warrant for the purchase of 25,000 shares of common stock of the Company at an exercise price of \$4.00 per share. The warrant was valued at \$40,750. Concurrently, the Company entered into an exchange agreement with the consultant pursuant to which \$30,000 of accrued consulting fees were exchanged for 10,000 shares of common stock of the Company and, in consideration thereof, the Company issued to the consultant a five year warrant for the purchase of 10,000 shares of common stock of the Company at an exercise price of \$4.00 per share.

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: March 10, 2017 By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer