

Item 3.02 Unregistered Sales of Equity Securities.

Between March 29, 2019 and April 16, 2019, BioRestorative Therapies, Inc. (the "Company") repaid certain outstanding convertible notes in the aggregate amount of \$944,400, inclusive of accrued interest and prepayment premiums.

On April 9, 2019, the Company issued 80,000 shares of common stock of the Company to a certain Scientific Advisory Board ("SAB") member of the Company at a purchase price of \$0.70 per share. In consideration thereof, the Company issued to the SAB member a five-year warrant for the purchase of 80,000 shares of common stock of the Company at an exercise price of \$1.00 per share.

Between April 8, 2019 and April 12, 2019, the Company issued convertible promissory notes in the aggregate principal amount of \$760,000 for aggregate cash proceeds of \$728,280. The convertible notes bear interest at a rate of 12% per annum payable at maturity with original maturity dates ranging between October 2019 and January 2020. The convertible notes and respective accrued interest are convertible into shares of the Company's common stock at the election of the holder after the 180th day following the issue date at a conversion price generally equal to 58% of the fair value of the Company's common stock, subject to adjustment. In connection with a certain convertible promissory note issuance, the Company issued 68,873 shares of common stock of the Company to the lender.

Between March 28, 2019 and April 22, 2019, the Company issued an aggregate of 1,137,274 shares of common stock in exchange for outstanding indebtedness in the aggregate amount of \$437,228, inclusive of accrued and unpaid interest and fees.

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, 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.

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: April 24, 2019 By: /s/ Mark Weinreb
Mark Weinreb
Chief Executive Officer