



Item 3.02 Unregistered Sales of Equity Securities.

Between September 25, 2018 and October 5, 2018, BioRestorative Therapies, Inc. (the "Company") issued an aggregate of 493,670 shares of common stock in exchange for outstanding indebtedness in the aggregate amount of \$532,129, inclusive of accrued and unpaid interest and fees.

Between September 26, 2018 and September 27, 2018, the Company issued convertible promissory notes in the aggregate principal amount of \$160,000. The notes are convertible as follows: (i) \$60,000 of principal is convertible into shares of the Company's common stock at the election of the holder at a fixed price of \$2.00 per share for the first six months following the issue date; thereafter, principal and accrued interest are convertible at the election of the holder at a conversion price generally equal to 58% of the fair value of the Company's common stock and (ii) \$100,000 of principal and 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.

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, 2017, Quarterly Reports on Form 10-Q for the periods ended March 31, 2018 and June 30, 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: October 10, 2018 By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer