



Item 1.01. Entry into a Material Definitive Agreement.

Between December 31, 2018 and January 7, 2019, BioRestorative Therapies, Inc. (the "Company") issued promissory notes to accredited investors in the aggregate principal amount of \$675,000 (the "Notes") pursuant to a debt financing in which it received funds in such aggregate principal amount. The Notes provide for the payment of the principal amount, together with interest at the rate of 15% per annum, six months from the date of issuance. Each Note is convertible, at the option of the respective holder, into shares of common stock of the Company at a conversion price of \$0.60 per share, subject to adjustment, and a five year warrant (the "Warrant") for the purchase of a number of shares equal to the number of shares issued upon the conversion of the principal amount of the Note. The Warrant provides for an exercise price of \$0.80 per share, subject to adjustment.

The foregoing description of the Notes (including the foregoing description of the Warrant which is attached as an exhibit to each Note) does not purport to be complete and is qualified in its entirety by reference to the full text of the form of Note filed as Exhibit 10.1 to this Current Report, which is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

See Item 1.01 above.

Item 3.02 Unregistered Sales of Equity Securities.

See Item 1.01 above.

Between January 2, 2019 and January 9, 2019, the Company issued an aggregate of 801,280 shares of common stock in exchange for outstanding indebtedness in the aggregate amount of \$264,548, inclusive of accrued and unpaid interest.

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 Reports on Form 10-Q for the periods ended March 31, 2018, June 30, 2018 and September 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.

---

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Form of Convertible Promissory Note issued by BioRestorative Therapies, Inc.

---

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: January 10, 2019 By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer