

BioRestorative Therapies, Inc.
Form 8-K
April 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: April 12, 2013
(Date of earliest event reported)

BIORESTORATIVE THERAPIES, INC.
(Exact Name of Registrant as Specified in Charter)

Nevada	000-54402	91-1835664
(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(IRS Employer Identification Number)

555 Heritage Drive, 33458
Jupiter, Florida
(Address of Principal(Z i p
Executive Offices) Code)

Registrant's telephone number, including area code: (561) 904-6070

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Pursuant to authority granted by the stockholders of BioRestorative Therapies, Inc. (the “Company”), the Board of Directors of the Company approved a 1-for-50 reverse split of the Company’s issued and outstanding common stock effective as of the opening of business on April 15, 2013 (the “Reverse Split”). In addition, pursuant to authority granted by the stockholders of the Company, the Board of Directors concurrently approved a reduction in the number of shares of common stock authorized to be issued by the Company from 1,500,000,000 to 100,000,000 (the “Authorized Shares Reduction”).

The Company has filed a Certificate of Change with the Secretary of State of the State of Nevada to effect the Reverse Split and the Authorized Shares Reduction.

Item 8.01. Other Events.

On April 12, 2013, the Company issued a press release (the “Press Release”) announcing the Reverse Split and the Authorized Shares Reduction. A copy of the Press Release is furnished as Exhibit 99.1 hereto.

The information in the Press Release is being furnished, not filed, pursuant to this Item 8.01. Accordingly, the information in the Press Release will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this Report is not intended to, and does not, constitute a determination or admission by the Company that the information in this Report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 Certificate of Change

99.1 Press Release, dated April 12, 2013, 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: April 15, 2013

By: /s/ Mark Weinreb
Mark Weinreb
Chief Executive Officer