

BioRestorative Therapies, Inc.
Form 8-K
December 12, 2012

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: December 7, 2012
(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 (Commission File No.) (IRS Employer Identification
of Incorporation) Number)

555 Heritage Drive, Jupiter,33458
Florida
(Address of Principal(Zip
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 5.07 Submission of Matters to a Vote of Security Holders.

On December 7, 2012, BioRestorative Therapies, Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”). The following is a listing of the votes cast for or withheld, and the number of broker non-votes, with respect to each nominee for director and a listing of the votes cast for and against, as well as abstentions and broker-non votes, with respect to each other matter voted upon at the Annual Meeting. Each of the nominees was elected as a director and each of the other matters was approved.

1. Election of Board of Directors:

| | Number of Shares | | |
|----------------------------|------------------|------------|---------------------|
| | For | Withheld | Broker Non-Votes |
| M a r k Weinreb | 455,612,320 | 25,975,800 | 66,204,286 |
| A . J e f f r e y Radov | 455,611,320 | 25,976,800 | 66,204,286 |
| J o e l S a n Antonio | 455,612,320 | 25,975,800 | 66,204,286 |

2. Approval of an amendment to the Company’s 2010 Equity Participation Plan to increase the number of shares of common stock authorized to be issued by the Company from 200,000,000 to 300,000,000:

| | |
|--------------------------|-------------|
| For | 454,072,280 |
| Against | 26,315,840 |
| Abstentions | 1,200,000 |
| B r o k e r Non-Votes | 66,204,286 |

3. Approval of an extension of the time period by one year during which the Board of Directors of the Company is authorized to effect a reverse stock split of the Company’s common stock by a ratio of not less than 1-for-10 and not more than 1-for-150, with the Board of Directors of the Company having discretion as to whether or not the reverse split is to be effected, and with the exact ratio of any reverse split to be set at a whole number within the above range as determined by the Company’s Board of Directors in its discretion (the “Reverse Split Extension Proposal”):

| | |
|----------------------------|-------------|
| For | 515,881,529 |
| Against | 29,290,876 |
| Abstentions | 2,620,001 |
| B r o k e r - Non-Votes | |

4. Authorization of the Board of Directors of the Company, in the event the Reverse Split Extension Proposal is approved, in its discretion, to reduce the number of shares of common stock authorized to be issued by the Company in proportion to the percentage decrease in the number of outstanding shares of common stock resulting from the reverse split (or a lesser decrease in authorized shares of common stock as determined by the Company’s Board of Directors in its discretion) (the “Authorized Shares Proposal”):

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| | |
|---------------|-------------|
| For | 518,331,716 |
| Against | 26,831,689 |
| Abstentions | 2,629,001 |
| B r o k e r - | |
| Non-Votes | |

5. Authorization of an adjournment of the meeting to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes were not represented at the meeting to approve the Reverse Split Extension Proposal and/or the Authorized Shares Proposal:

| | |
|---------------|-------------|
| For | 514,970,599 |
| Against | 6,676,307 |
| Abstentions | 26,145,500 |
| B r o k e r - | |
| Non-Votes | |

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: December 10, 2012

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