

BioRestorative Therapies, Inc.  
Form PRE 14A  
April 05, 2019  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant  [X]  
Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

- [X] Preliminary Proxy Statement
- [ ] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [ ] Definitive Proxy Statement
- [ ] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to Section 240.14a-12

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

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

Title of each class of securities to which transaction applies:

- 1) not applicable

Aggregate number of securities to which transaction applies:

- 2) not applicable

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

3)

not applicable

Proposed maximum aggregate value of transaction:

4)

not applicable

Total fee paid:

5)

not applicable

[ Fee paid previously with preliminary materials:

]

[ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

BIORESTORATIVE THERAPIES, INC.  
40 Marcus Drive, Suite One  
Melville, New York 11747

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 30, 2019

To the Stockholders of BioRestorative Therapies, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of BioRestorative Therapies, Inc., a Delaware corporation (the "Company"), will be held on May 30, 2019 at 90 Merrick Avenue, 9th Floor, East Meadow, New York, at 4:00 p.m., local time, for the following purposes:

1. To elect two Class II directors to hold office until the 2022 Annual Meeting of Stockholders.
2. To hold a non-binding advisory vote on the Company's executive compensation.
3. To amend the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 75,000,000 to 150,000,000.
4. To approve an amendment to the Company's 2010 Equity Participation Plan (the "Plan") to increase the number of shares of common stock authorized to be issued pursuant to the Plan from 10,000,000 to 20,000,000.
5. To approve amendments to the Certificate of Incorporation of the Company, and authorize the Board of Directors of the Company to select and file one such amendment, to effect a reverse stock split of the Company's common stock at a ratio of not less than 1-for-2 and not more than 1-for-20, with the Board of Directors of the Company having the discretion as to whether or not the reverse stock split is to be effected, and with the exact ratio of any reverse stock 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 Stock Split Proposal").
6. To authorize the Board of Directors of the Company, in the event the Reverse Stock Split 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").
7. To ratify the selection of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.
8. To authorize the adjournment of the meeting to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the meeting to approve any of the foregoing proposals.
9. To transact such other business as may properly come before the meeting.

Only stockholders of record at the close of business on April 2, 2019 are entitled to notice of and to vote at the meeting or at any adjournment thereof.

Important notice regarding the availability of Proxy Materials: The proxy statement and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 are available electronically to the Company's stockholders of record as of the close of business on April 2, 2019 at [www.proxyvote.com](http://www.proxyvote.com).

Mark Weinreb  
Chief Executive Officer

Melville, New York  
April [ ], 2019

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WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE. FOR SPECIFIC INSTRUCTIONS ON HOW TO VOTE YOUR SHARES, PLEASE REFER TO THE INSTRUCTIONS ON THE NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS YOU RECEIVED IN THE MAIL OR, IF YOU REQUESTED TO RECEIVE PRINTED PROXY MATERIALS, YOUR ENCLOSED PROXY CARD. ANY STOCKHOLDER MAY REVOKE A SUBMITTED PROXY AT ANY TIME BEFORE THE MEETING BY WRITTEN NOTICE TO SUCH EFFECT, BY SUBMITTING A SUBSEQUENTLY DATED PROXY OR BY ATTENDING THE MEETING AND VOTING IN PERSON. THOSE VOTING BY INTERNET OR BY TELEPHONE MAY ALSO REVOKE THEIR PROXY BY VOTING IN PERSON AT THE MEETING OR BY VOTING AND SUBMITTING THEIR PROXY AT A LATER TIME BY INTERNET OR BY TELEPHONE.

BIORESTORATIVE THERAPIES, INC.

40 Marcus Drive, Suite One

Melville, New York 11747

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## PROXY STATEMENT

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### SOLICITING, VOTING AND REVOCABILITY OF PROXY

This proxy statement is being mailed or made available to all stockholders of record at the close of business on April 2, 2019 in connection with the solicitation by our Board of Directors of proxies to be voted at the 2019 Annual Meeting of Stockholders to be held on May 30, 2019 at 4:00 p.m., local time, or any adjournment thereof. Proxy materials for the 2019 Annual Meeting of Stockholders were mailed or made available to stockholders on or about April [ ], 2019.

All shares represented by proxies duly executed and received will be voted on the matters presented at the meeting in accordance with the instructions specified in such proxies. Proxies so received without specified instructions will be voted as follows:

FOR the  
nominees  
(i) named in the  
proxy to our  
Board of  
Directors.

FOR the  
approval of  
the  
(ii) compensation  
of our named  
executive  
officers.

(iii) FOR the  
proposal to  
amend our  
Certificate of  
Incorporation  
to increase the

number of  
authorized  
shares of  
common stock  
from  
75,000,000 to  
150,000,000.

FOR the  
proposal to  
approve an  
amendment to  
our 2010  
Equity  
Participation  
Plan (the "Plan")

(iv) to increase the  
number of  
shares of  
common stock  
authorized to  
be issued  
pursuant to the  
Plan from  
10,000,000 to  
20,000,000.

(v) FOR the  
proposal to  
approve  
amendments  
to our  
Certificate of  
Incorporation,  
and the  
authorization  
of our Board  
of Directors to  
select and file  
one such  
amendment, to  
effect a  
reverse stock  
split of our  
common stock  
at a ratio of  
not less than  
1-for-2 and  
not more than  
1-for-20, with  
our Board of

Directors having the discretion as to whether or not the reverse stock split is to be effected, and with the exact ratio of any reverse stock split to be set at a whole number within the above range as determined by our Board of Directors in its discretion (the “Reverse Stock Split Proposal”).

(vi) FOR the proposal to authorize our Board of Directors, in the event the Reverse Stock Split Proposal is approved, in its discretion, to reduce the number of shares of common stock authorized to be issued by us 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 our Board  
of Directors in  
its discretion)  
(the  
“Authorized  
Shares  
Proposal”).



FOR the  
ratification  
of the  
selection of  
Marcum  
LLP as our  
independent  
(vii) registered  
public  
accounting  
firm for the  
fiscal year  
ending  
December  
31, 2019.

FOR the  
proposal to  
adjourn the  
meeting to  
permit  
further  
solicitation  
of proxies, if  
necessary or  
(viii) appropriate,  
if sufficient  
votes are not  
represented  
at the  
meeting to  
approve any  
of the  
foregoing  
proposals.

If you are a beneficial owner of shares held in street name and you do not provide specific voting instructions to the organization that holds your shares, the organization will be prohibited under the current rules of the New York Stock Exchange from voting your shares on “non-routine” matters. This is commonly referred to as a “broker non-vote”. The ratification of the selection of our independent registered public accounting firm is a routine matter. Each remaining proposal is considered a “non-routine” matter and therefore may not be voted on by your bank or broker absent specific instructions from you. Please instruct your bank or broker so your vote can be counted.

Our Board does not know of any other matters that may be brought before the meeting nor does it foresee or have reason to believe that the proxy holder will have to vote for a substitute or alternate nominee to the Board. In the event that any other matter should come before the meeting or either nominee is not available for election, the person named in the enclosed proxy will have discretionary authority to vote all proxies not marked to the contrary with respect to such matters in accordance with his best judgment.

The total number of shares of common stock outstanding and entitled to vote as of the close of business on April 2, 2019 was 14,825,502. The shares of common stock are the only class of securities entitled to vote on matters presented to our stockholders, each share being entitled to one vote. The holders of one-third of the shares of common

stock outstanding as of the close of business on April 2, 2019, or 4,941,834 shares of common stock, must be present at the meeting in person or by proxy in order to constitute a quorum for the transaction of business.

With regard to the election of directors, votes may be cast in favor or withheld. The directors shall be elected by a plurality of the votes cast in favor. Accordingly, based upon there being two nominees, each person who receives one or more votes will be elected as a director. Shares of common stock as to which a stockholder withholds voting authority in the election of directors and broker non-votes will not be counted as voting thereon and therefore will not affect the election of the nominees receiving a plurality of the votes cast.

Stockholders may expressly abstain from voting on Proposals 2, 3, 4, 5, 6, 7 and 8 by so indicating on the proxy.

Abstentions are counted as present in the tabulation of votes on Proposals 2, 3, 4, 5, 6, 7 and 8. Since Proposals 3, 5 and 6 require the affirmative approval of a majority of the shares of common stock outstanding and entitled to vote (assuming a quorum is present at the meeting), abstentions, as well as broker non-votes, will have the effect of a negative vote. Since Proposals 2, 4, 7 and 8 require the affirmative approval of a majority of the shares of common stock present in person or represented by proxy at the meeting and entitled to vote (assuming a quorum is present at the meeting), abstentions will have the effect of a negative vote while broker non-votes will have no effect.

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Any person giving a proxy in the form accompanying this proxy statement has the power to revoke it at any time before its exercise. The proxy may be revoked by filing with us written notice of revocation or a fully executed proxy bearing a later date. The proxy may also be revoked by affirmatively electing to vote in person while in attendance at the meeting. However, a stockholder who attends the meeting need not revoke a proxy given and vote in person unless the stockholder wishes to do so. Written revocations or amended proxies should be sent to us at 40 Marcus Drive, Suite One, Melville, New York 11747, Attention: Corporate Secretary. Those voting by Internet or by telephone may also revoke their proxy by voting in person at the meeting or by voting and submitting their proxy at a later time by Internet or by telephone.

The proxy is being solicited by our Board of Directors. We will bear the cost of the solicitation of proxies, including the charges and expenses of brokerage firms and other custodians, nominees and fiduciaries for forwarding proxy materials to beneficial owners of our shares. Solicitations will be made primarily by Internet availability of proxy materials and by mail, but certain of our directors, officers or employees may solicit proxies in person or by telephone, fax or email without special compensation.

## EXECUTIVE COMPENSATION

### Summary Compensation Table

The following Summary Compensation Table sets forth all compensation earned in all capacities during the fiscal years ended December 31, 2018 and 2017 by (i) our principal executive officer, (ii) our two most highly compensated executive officers, other than our principal executive officer, who were serving as executive officers as of December 31, 2018 and whose total compensation for the 2018 fiscal year, as determined by Regulation S-K, Item 402, exceeded \$100,000, and (iii) a person who would have been included as one of our two most highly compensated executive officers, other than our principal executive officer, but for the fact that he was not serving as one of our executive officers as of December 31, 2018 (the individuals falling within categories (i), (ii) and (iii) are collectively referred to as the "Named Executive Officers"):

Name and Principal Position	Year	Salary	Bonus (1)	Option Awards Earned (2)	All Other Compensation	Total
Mark Weinreb, Chief Executive Officer	2018	\$400,000	\$-	\$291,800 (3)	\$ 7,200	(4) \$699,000 (4)
	2017	\$400,000	\$32,000	\$784,700 (5)	\$ 7,200	(6) \$1,223,900(6)
Adam Bergstein Senior VP, Planning and Business Development(8)	2018	\$264,538	\$-	\$1,491,300(7)	\$ -	\$1,755,838
	2017	\$-	\$-	\$-	\$ -	\$-
Francisco Silva, VP, Research and Development	2018	\$287,500	\$23,000	\$107,800 (9)	\$ -	\$418,300
	2017	\$250,000	\$6,000	\$200,400 (10)	\$ -	\$456,400
Robert Paccasassi,						