

BioRestorative Therapies, Inc.  
Form 10-Q/A  
June 01, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**AMENDMENT NO. 1 TO**

**FORM 10-Q/A**

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**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the Quarterly Period Ended March 31, 2012**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**For the transition period from to**

**Commission file number: 000-54402**

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**BIORESTORATIVE THERAPIES, INC.**

(Exact name of registrant as specified in its charter)

Nevada 91-1835664  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

555 Heritage Drive  
Jupiter, Florida 33458  
(Address of Principal Executive Offices) (Zip Code)

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

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes  No

As of May 9, 2012, there were 655,491,911 shares of the registrant's common stock outstanding.



**EXPLANATORY NOTE**

This amendment is being filed to correct the number of outstanding shares of the registrant as of May 9, 2012, as set forth on the cover page of the Form 10-Q, to exclude treasury shares from the calculation thereof.

## PART II - OTHER INFORMATION

### Item 6. Exhibits.

Exhibit	Description
31.1	Chief Executive Officer Certification *
31.2	Chief Financial Officer Certification *
32	Section 1350 Certification **
101.INS	XBRL Instance Document**
101.SCH	XBRL Schema Document **
101.CAL	XBRL Calculation Linkbase Document**
101.DEF	XBRL Definition Linkbase Document**
101.LAB	XBRL Label Linkbase Document**
101.PRE	XBRL Presentation Linkbase Document**

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\* Filed herewith

\*\* Furnished herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 1, 2012 BIORESTORATIVE THERAPIES, INC.

By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer  
(Principal Executive and Financial Officer)