



Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 21, 2018, Company held its Annual Meeting of Stockholders (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 Class I director and a listing of the votes cast for and against, as well as abstentions, with respect to the other matters voted upon at the Annual Meeting, as applicable. At the Annual Meeting, the Company's stockholders (i) elected the nominees as Class I directors, (ii) approved an amendment to the Company's Certificate of Incorporation to increase the number of shares of common stock authorized to be issued by the Company from 30,000,000 to 75,000,000, (iii) approved an amendment to the Company's Certificate of Incorporation to increase the number of shares of preferred stock authorized to be issued by the Company from 5,000,000 to 20,000,000, (iv) approved 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 4,250,000 to 10,000,000, and (v) ratified the selection of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

1. Election of Class I Directors:

|                  | Number of Shares |          |                  |
|------------------|------------------|----------|------------------|
|                  | For              | Withheld | Broker Non-Votes |
| Robert B. Catell | 3,919,059        | 16,536   | 1,038,148        |
| Charles S. Ryan  | 3,920,060        | 15,535   | 1,038,148        |

2. Approval of an amendment to the Company's Certificate of Incorporation to increase the number of shares of common stock authorized to be issued by the Company from 30,000,000 to 75,000,000:

|                  |           |
|------------------|-----------|
| For              | 4,869,597 |
| Against          | 85,769    |
| Abstentions      | 18,377    |
| Broker Non-Votes | 0         |

3. Approval of an amendment to the Company's Certificate of Incorporation to increase the number of shares of preferred stock authorized to be issued by the Company from 5,000,000 to 20,000,000:

|                  |           |
|------------------|-----------|
| For              | 3,897,760 |
| Against          | 37,834    |
| Abstentions      | 1         |
| Broker Non-Votes | 1,038,148 |

4. Approval of 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 4,250,000 to 10,000,000:

|                  |           |
|------------------|-----------|
| For              | 3,898,760 |
| Against          | 36,834    |
| Abstentions      | 1         |
| Broker Non-Votes | 1,038,148 |

5. Ratification of the selection of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018:

|                  |           |
|------------------|-----------|
| For              | 4,972,592 |
| Against          | 146       |
| Abstentions      | 1,005     |
| Broker Non-Votes | 0         |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment of Certificate of Incorporation of the Company

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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: August 24, 2018 By: /s/ Mark Weinreb  
Mark Weinreb  
Chief Executive Officer