

BioRestorative Therapies, Inc.
Form SC 13D
March 01, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. _____)*

BioRestorative Therapies, Inc.
(Name of Issuer)

Common Stock, \$.001 Par Value
(Title of Class of Securities)

090655408
(CUSIP Number)

Dale Broadrick
3003 Brick Church Pike
Nashville, TN 37207
(615) 256-0600
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 7, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Dale Broadrick

2

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

PF

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
3,161,452

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
3,161,452

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,161,452

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

20.4%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

Item 1. Security and Issuer.

This statement relates to the shares of Common Stock, par value \$.001 per share (the "Common Stock"), of BioRestorative Therapies, Inc., a Delaware corporation (the "Company"). The address of the principal executive offices of the Company is 40 Marcus Drive, Suite One, Melville, New York 11747.

Item 2. Identity and Background.

a. Name

Dale Broadrick

b. Residence or Business Address

3003 Brick Church Pike
Nashville, Tennessee 37207

c. Occupation

The Reporting Person is a private investor.

d. Convictions

During the last five years, the Reporting Person, to the best of his knowledge, has not been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

e. Civil Judgments

During the last five years, the Reporting Person, to the best of his knowledge, has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

f. Citizenship

The Reporting Person is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

See Item 4.

Item 4. Purpose of Transaction.

The Common Stock of the Company was acquired, and is being held, for investment purposes. The Reporting Person believes that the Common Stock of the Company is significantly undervalued and does not reflect the value of its business opportunity and its intellectual property.

The Reporting Person may purchase additional shares of Common Stock from time to time depending upon price, market conditions, availability of funds, evaluation of other investment opportunities, and other factors. The Reporting Person has no present intention to sell any shares of Common Stock, although the Reporting Person could determine from time to time, based upon the same factors listed above for purchases, to sell some or all of the shares of Common

Stock held by the Reporting Person.

The Reporting Person does not have any plans or proposals that would result in any of the actions or transactions described in clauses (a) through (j) of Item 4 of Schedule 13D, except as set forth above.

Item 5. Interest in Securities of the Issuer.

(a) As of February 28, 2019, the Reporting Person beneficially owned 3,161,452 shares of Common Stock of the Company, including 1,000,000 shares of Common Stock of the Company issuable upon the exercise of currently exercisable warrants. As of such date, the Reporting Person beneficially owned 20.4% of the outstanding Common Stock of the Company, based on there being 10,453,936 shares of Common Stock of the Company outstanding as of November 12, 2018, as set forth in the Company's Form 10-Q for the period ended September 30, 2018 (the "Form 10-Q"), as filed with the Securities and Exchange Commission (the "SEC") on November 13, 2018, an additional 3,055,125 shares of Common Stock of the Company issued since the filing of the Form 10-Q, as reflected in Forms 8-K filed by the Company with the SEC, 1,000,000 shares of Common Stock of the Company issued to the Reporting Person, as described in paragraph (c) below, and presently exercisable warrants issued to the Reporting Person for the purchase of an aggregate of 1,000,000 shares of Common Stock of the Company, as described in paragraph (c) below.

(b) As of February 28, 2019, the Reporting Person had sole voting power and sole dispositive power with respect to 3,161,452 shares of Common Stock.

(c) During the 60 day period prior to the filing of this Schedule 13D, the Reporting Person acquired the following securities of the Company:

| Date of Acquisition | Securities Acquired | Price Per Share | How Transaction Effected |
|---------------------|-------------------------------------|-----------------|--------------------------|
| 12/31/18 | 70,951 shares of Common Stock | \$.83 (1) | Open Market Purchases |
| 1/2/19 | 49,299 shares of Common Stock | \$.88 (2) | Open Market Purchases |
| 1/3/19 | 21,000 shares of Common Stock | \$.90 | Open Market Purchases |
| 1/7/19 | 50,000 shares of Common Stock | \$.82 (3) | Open Market Purchases |
| 1/8/19 | 100,000 shares of Common Stock | \$.81 (4) | Open Market Purchases |
| 1/9/19 | 17,000 shares of Common Stock | \$.79 (5) | Open Market Purchases |
| 1/10/19 | 90,000 shares of Common Stock | \$.75 (6) | Open Market Purchases |
| 1/11/19 | 55,000 shares of Common Stock | \$.69 (7) | Open Market Purchases |
| 1/15/19 | 20,000 shares of Common Stock | \$.62 | Open Market Purchases |
| 1/16/19 | 10,000 shares of Common Stock | \$.63 | Open Market Purchase |
| 1/17/19 | 58,500 shares of Common Stock | \$.74 (8) | Open Market Purchases |
| 1/24/19 | 8,000 shares of Common Stock | \$.64 (9) | Open Market Purchases |
| 1/25/19 | 4,000 shares of Common Stock | \$.60 | Open Market Purchases |
| 2/19/19 | 1,000,000 shares of Common Stock | \$.60 | Purchase from Company |
| | Warrants to acquire an aggregate of | | |
| 2/19/19 | 1,000,000 shares of Common Stock | \$ - (10) | Purchase from Company |
| 2/20/19 | 142,191 shares of Common Stock | \$.69 (11) | Open Market Purchases |
| 2/21/19 | 1,500 shares of Common Stock | \$.69 | Open Market Purchase |
| 2/22/19 | 5,100 shares of Common Stock | \$.68 | Open Market Purchases |

(1) Represents the average price per share paid. Purchase prices ranged from \$.78 per share to \$.91 per share.

(2) Represents the average price per share paid. Purchase prices ranged from \$.83 per share to \$.89 per share.

(3) Represents the average price per share paid. Purchase prices ranged from \$.80 per share to \$.85 per share.

(4) Represents the average price per share paid. Purchase prices ranged from \$.78 per share to \$.85 per share.

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- (5) Represents the average price per share paid. Purchase prices ranged from \$.78 per share to \$.80 per share.
- (6) Represents the average price per share paid. Purchase prices ranged from \$.72 per share to \$.77 per share.
- (7) Represents the average price per share paid. Purchase prices ranged from \$.68 per share to \$.71 per share.
- (8) Represents the average price per share paid. Purchase prices ranged from \$.65 per share to \$.79 per share.
- (9) Represents the average price per share paid. Purchase prices ranged from \$.64 per share to \$.65 per share.
- (10) Issued in consideration of purchase of shares of Common Stock from the Company.
- (11) Represents the average price per share paid. Purchase prices ranged from \$.67 per share to \$.71 per share.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as set forth in Item 7, the Reporting Person does not have any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to the transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits.

Warrant, dated February 19, 2019, issued by BioRestorative Therapies, Inc. to Dale Broadrick, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated February 19, 2019, wherein such document is identified as Exhibit 10.1.

Warrant, dated February 19, 2019, issued by BioRestorative Therapies, Inc. to Dale Broadrick, incorporated by reference to the registrant's Current Report on Form 8-K for an event dated February 19, 2019, wherein such document is identified as Exhibit 10.2.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 28, 2019

/s/ Dale Broadrick
Dale Broadrick
