Edgar Filing: BioRestorative Therapies, Inc. - Form 8-K

BioRestorative Therapies, Inc. Form 8-K August 24, 2018
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: August 21, 2018 (Date of earliest event reported)
BIORESTORATIVE THERAPIES, INC. (Exact Name of Registrant as Specified in Charter)
Delaware 000-54402 91-1835664 (State or Other Jurisdiction of Incorporation) (Commission File No.) (IRS Employer Identification Number)
40 Marcus Drive, Melville, New York 11747 (Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (631) 760-8100
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 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 3,919,05916,536 1,038,148 Charles S. Ryan 3,920,06015,535 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

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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