

BioRestorative Therapies, Inc.
 Form 4
 February 14, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Weinreb Mark

2. Issuer Name and Ticker or Trading Symbol
 BioRestorative Therapies, Inc.
 [BRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 40 MARCUS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/08/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Chairman of the Board

MELVILLE, NY 11747
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 08/08/2016 | | G | 2,500 | D | 11 | 82,500 | D |
| Common Stock | 09/02/2016 | | G | 2,500 | D | 11 | 80,000 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Stock Option | \$ 10 | 02/14/2017 | | D | | 4,000 | 12/15/2010 | 12/14/2020 | Common Stock |
| Stock Option | \$ 4.7 | 02/14/2017 | | A | | 4,000 | 12/15/2010 | 12/14/2020 | Common Stock |
| Stock Option | \$ 21 | 02/14/2017 | | D | | 50,000 | <u>(2)</u> | 02/09/2022 | Common Stock |
| Stock Option | \$ 4.7 | 02/14/2017 | | A | | 50,000 | <u>(2)</u> | 02/09/2022 | Common Stock |
| Stock Option | \$ 30 | 02/14/2017 | | D | | 20,000 | <u>(3)</u> | 12/07/2022 | Common Stock |
| Stock Option | \$ 4.7 | 02/14/2017 | | A | | 20,000 | <u>(3)</u> | 12/07/2022 | Common Stock |
| Stock Option | \$ 12 | 02/14/2017 | | D | | 12,500 | <u>(4)</u> | 10/04/2023 | Common Stock |
| Stock Option | \$ 4.7 | 02/14/2017 | | A | | 12,500 | <u>(4)</u> | 10/04/2023 | Common Stock |
| Stock Option | \$ 13 | 02/14/2017 | | D | | 50,000 | <u>(5)</u> | 02/18/2024 | Common Stock |
| Stock Option | \$ 4.7 | 02/14/2017 | | A | | 50,000 | <u>(5)</u> | 02/18/2024 | Common Stock |
| Stock Option | \$ 6.6 | 02/14/2017 | | D | | 150,000 | <u>(6)</u> | 10/23/2024 | Common Stock |
| Stock Option | \$ 4.7 | 02/14/2017 | | A | | 150,000 | <u>(6)</u> | 10/23/2024 | Common Stock |
| Stock Option | \$ 7 | 02/14/2017 | | D | | 208,000 | <u>(7)</u> | 09/04/2025 | Common Stock |
| Stock Option | \$ 4.7 | 02/14/2017 | | A | | 208,000 | <u>(7)</u> | 09/04/2025 | Common Stock |
| Stock Option | \$ 3.73 | | | | | | <u>(8)</u> | 06/10/2026 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weinreb Mark 40 MARCUS DRIVE MELVILLE, NY 11747 | X | X | CEO and Chairman of the Board | |

Signatures

/s/ Mark
Weinreb

02/14/2017

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Gift to family member.
- (2) The option is exercisable to the extent of 16,667 shares on each of February 10, 2012 and February 10, 2013 and 16,666 shares on February 10, 2014.
- (3) The option is exercisable to the extent of 10,000 shares on each of December 7, 2012 and December 7, 2013.
- (4) The option is exercisable to the extent of 6,250 shares on each of October 4, 2013 and October 4, 2014.
- (5) The option is exercisable to the extent of 16,667 shares on each of February 18, 2014 and February 18, 2015 and 16,666 shares on February 18, 2016.
- (6) The option is exercisable to the extent of 50,000 shares on each of October 23, 2015, October 23, 2016 and October 23, 2017.
- (7) The option is exercisable to the extent of 104,000 shares on December 22, 2015, 34,667 shares on each of September 4, 2016 and September 4, 2017, and 34,666 shares on September 4, 2018.
- (8) The option is exercisable to the extent of 91,667 shares on each of June 10, 2016 and June 10, 2017, and 91,666 shares on June 10, 2018.
- (9) The reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the "old" stock option and the grant of a "replacement" stock option at a reduced exercise price.

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