

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Silva Francisco</u>			<u>BioRestorative Therapies, Inc. [BRTX]</u>		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		<input checked="" type="checkbox"/> Officer (give title below)	
<u>40 MARCUS DRIVE</u>			<u>02/13/2024</u>		<u>VP of Research and Development</u>	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>MELVILLE NY 11747</u>					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)					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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								164,644 ⁽¹⁾	D	
Common Stock								12,136	I	IRA

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$3,000							(2)	02/18/2024	Common Stock	3		3	D	
Stock Option	\$3,000							03/12/2014	03/11/2024	Common Stock	1		1	D	
Stock Option	\$3,000							(2)	10/23/2024	Common Stock	9		9	D	
Stock Option	\$3,000							(2)	09/04/2025	Common Stock	6		6	D	
Stock Option	\$3,000							(2)	06/10/2026	Common Stock	15		15	D	
Stock Option	\$3,000							(2)	07/12/2027	Common Stock	20		20	D	
Stock Option	\$3,000							(2)	10/29/2028	Common Stock	25		25	D	
Stock Option	\$5.08							(2)	03/18/2031	Common Stock	293,479		293,479	D	
Stock Option	\$5.08							(3)	11/04/2031	Common Stock	42,059		42,059	D	
Stock Option	\$2.91							(4)	02/17/2033	Common Stock	106,762		106,762	D	
Stock Option	\$1.45	02/13/2024		A		394,737		(5)	02/13/2034	Common Stock	394,737	\$0	394,737	D	

Explanation of Responses:

1. Includes 48,912 shares received pursuant to an unvested restricted stock unit grant. Such shares vest on March 18, 2024.
2. The option is currently exercisable.
3. The option vests and becomes exercisable to the extent of 21,030 shares on November 4, 2021 and 21,029 shares in eight nearly equal quarterly installments beginning November 4, 2022 and continuing every three months thereafter until fully vested.
4. The option vests and becomes exercisable to the extent of 53,381 shares on February 17, 2023 and 53,381 shares in eight nearly equal quarterly installments beginning February 17, 2024 and continuing every three months thereafter until fully vested.
5. The option vests and becomes exercisable to the extent of 197,369 shares on February 13, 2024 and 197,368 shares in eight nearly equal quarterly installments beginning February 13, 2025 and continuing every three months thereafter until fully vested.

/s/ Francisco Silva

02/13/2024

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.