

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

1. Name and Address of Reporting Person * <u>Clark Mandy D.</u>  (Last) (First) (Middle) <u>555 HERITAGE DRIVE</u>  (Street) <u>JUPITER FL 33458</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BioRestorative Therapies, Inc. [ BRTX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2014</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>VP of Operations</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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	\$0.5					12/15/2010 12/14/2020	Common Stock 80,000		80,000	D	
Stock Option	\$1					(1) 04/20/2021	Common Stock 6,000		6,000	D	
Stock Option	\$1.05					(2) 02/09/2022	Common Stock 30,000		30,000	D	
Stock Option	\$1.5					(3) 12/07/2022	Common Stock 50,000		50,000	D	
Stock Option	\$0.6					(4) 10/04/2023	Common Stock 80,000		80,000	D	
Stock Option	\$0.65	02/18/2014		A	125,000	(5) 02/18/2024	Common Stock 125,000	\$0	125,000	D	

Explanation of Responses:

1. The option is exercisable to the extent of 2,000 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.  
2. The option is exercisable to the extent of 15,000 shares on each of February 10, 2012 and February 10, 2013.  
3. The option is exercisable to the extent of 25,000 shares on each of December 7, 2012 and December 7, 2013.  
4. The option is exercisable to the extent of 40,000 shares on each of October 4, 2013 and October 4, 2014.  
5. The option is exercisable to the extent of 41,667 shares on February 18, 2014, and 41,666 shares on each of February 18, 2015 and February 18, 2016.

Remarks:

/s/ Mandy D. Clark 02/20/2014  
\*\* 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.