

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>Weinreb Mark</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>10/23/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman of the Board</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			
Common Stock								1,700,000	D	

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	\$1.05							(1)	02/09/2022	Common Stock	1,000,000		1,000,000	D	
Stock Option	\$1.5							(2)	12/07/2022	Common Stock	400,000		400,000	D	
Stock Option	\$0.6							(3)	10/04/2023	Common Stock	250,000		250,000	D	
Stock Option	\$0.65							(4)	02/18/2024	Common Stock	1,000,000		1,000,000	D	
Stock Option	\$0.33	10/23/2014		A		3,000,000		(5)	10/23/2024	Common Stock	3,000,000	\$0	3,000,000	D	

Explanation of Responses:

1. The option is exercisable to the extent of 333,334 shares on February 10, 2012, and 333,333 shares on each of February 10, 2013 and February 10, 2014.
2. The option is exercisable to the extent of 200,000 shares on each of December 7, 2012 and December 7, 2013.
3. The option is exercisable to the extent of 125,000 shares on each of October 4, 2013 and October 4, 2014.
4. The option is exercisable to the extent of 333,334 shares on February 18, 2014, and 333,333 shares on each of February 18, 2015 and February 18, 2016.
5. The option is exercisable to the extent of 1,000,000 shares on each of October 23, 2015, 2016 and 2017.

Remarks:

/s/ Mark Weinreb

10/27/2014

** 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.

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