SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person[*] Tonna Paul Jude	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)
 69 CHICHESTER ROAD
	3. Date of Earliest Transaction (Month/Day/Year)
	 06/10/2016
		X Director 10% Owner
		      Officer (give title Other (specify
		      below) below)

(Street) **HUNTINGTON NY 11743**	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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								6,000	D[(1)]	

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				
Option	$5.7							(2)	06/27/2024	Common Stock	15,000		15,000	D	
Warrant	$15							08/01/2014	07/11/2019	Common Stock	1,400		1,400	D[(1)]	
Warrant	$15							08/01/2014	07/31/2019	Common Stock	100		100	D[(1)]	
Option	$6.6							(3)	10/23/2024	Common Stock	25,000		25,000	D	
Option	$7							(4)	09/04/2025	Common Stock	60,000		60,000	D	
Option	$3.73	06/10/2016		A		64,000		(5)	06/10/2026	Common Stock	64,000	$0	64,000	D	

Explanation of Responses:

1. Owned jointly with wife.
2. The option vests to the extent of 5,000 shares on each of June 27, 2014, June 27, 2015 and June 27, 2016.
3. The option is exercisable to the extent of 8,334 shares on October 23, 2015 and 8,333 shares on each of October 23, 2016 and October 23, 2017.
4. The option is exercisable to the extent of 30,000 shares on December 22, 2015 and 10,000 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
5. The option is exercisable to the extent of 21,334 shares on June 10, 2016, and 21,333 shares on each of June 10, 2017 and June 10, 2018.

/s/ Paul Jude Tonna	06/14/2016
** 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.