

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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

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

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol <u>BioRestorative Therapies, Inc. [ BRTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
(Last) (First) (Middle) <u>230 PARK AVENUE</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2016</u>	
(Street) <u>NEW YORK NY 10169</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
(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	09/26/2016		P		80,000	A	\$3	455,000	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				
Option	\$4.4							(1)	12/01/2025	Common Stock	15,000		15,000	D	
Warrant	\$5							12/17/2015	11/17/2020	Common Stock	125,000		125,000	D	
Warrant	\$5							03/18/2016	03/18/2021	Common Stock	250,000		250,000	D	
Warrant	\$4.5	09/26/2016		S <sup>(2)</sup>			444,444	(2)	11/18/2016	Common Stock	444,444	(2)	0	D	
Warrant	\$4.5	09/26/2016		P <sup>(2)</sup>		444,444		(2)	11/18/2017	Common Stock	444,444	(2)	444,444	D	
Warrant	\$5	09/26/2016		S <sup>(3)</sup>			400,000	(3)	03/18/2017	Common Stock	400,000	(3)	0	D	
Warrant	\$5	09/26/2016		P <sup>(3)</sup>		400,000		(3)	03/18/2018	Common Stock	400,000	(3)	400,000	D	
Option	\$3.73							(4)	06/10/2026	Common Stock	35,000		35,000	D	
Warrant	\$4							06/30/2016	06/30/2021	Common Stock	40,000		40,000	I <sup>(5)</sup>	Trust
Warrant	\$4	09/26/2016		P		80,000		09/26/2016	09/26/2021	Common Stock	80,000	\$0	80,000	D	

## Explanation of Responses:

- The option vests to the extent of 5,000 shares on each of December 1, 2016, 2017 and 2018.
- The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a "replacement" warrant. The warrant was originally granted on March 18, 2016 with an expiration date of November 18, 2016. The warrant expiration date was extended one year to November 18, 2017.
- The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a "replacement" warrant. The warrant was originally granted on March 18, 2016 with an expiration date of March 18, 2017. The warrant expiration date was extended one year to March 18, 2018.
- The option vests to the extent of 11,667 shares on each of June 10, 2016 and June 10, 2017, and 11,666 shares on June 10, 2018.
- The warrant is held by a trust established by the Reporting Person for the benefit of his immediate family. The Reporting Person serves as a trustee of the trust.

/s/ Fred Skolnik, by power of  
 attorney, for John M. Desmarais

09/28/2016

\*\* 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.

## POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by BioRestorative Therapies, Inc. (the "Company"), the undersigned hereby constitutes and appoints Fred Skolnik, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned Forms 4 and 5 (including amendments thereto) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 4 or 5, complete and execute any amendment or amendments thereto, file that Form with the United States Securities and Exchange Commission and any stock exchange or similar authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and

(3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the attorney-in-fact, may be benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney-in-fact, and his substitute or substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is the attorney-in-fact's firm assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally, in writing or by email or other electronic means by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on this 3<sup>rd</sup> day of December, 2015.

/s/ John M. Desmarais  
John M. Desmarais