

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>Desmarais John M</u> (Last) (First) (Middle) <u>230 PARK AVENUE</u> (Street) <u>NEW YORK NY 10169</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>12/14/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/16/2016</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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								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	12/14/2016		D ⁽²⁾			444,444	(2)	11/18/2017	Common Stock	444,444	(2)	0	D	
Warrant	\$4.5	12/14/2016		A ⁽²⁾		444,444		(2)	12/31/2018	Common Stock	444,444	(2)	444,444	D	
Warrant	\$5	12/14/2016		D ⁽³⁾			400,000	(3)	03/18/2018	Common Stock	400,000	(3)	0	D	
Warrant	\$5	12/14/2016		A ⁽³⁾		400,000		(3)	12/31/2018	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 ⁽⁵⁾	Trust
Warrant	\$4							09/26/2016	09/26/2021	Common Stock	80,000		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 reported transaction 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 (subsequently extended to November 18, 2017). The warrant expiration date was extended to December 31, 2018.
- The reported transaction 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 (subsequently extended to March 18, 2018). The warrant expiration date was extended to December 31, 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

12/19/2016

** 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.

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