

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 * <u>CATELL ROBERT B</u>	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 10% Owner Officer (give title below) Other (specify below)
(Last) (First) (Middle) <u>62 OSBORNE ROAD</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2017</u>	
(Street) <u>GARDEN CITY NY 11530</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	02/10/2017		A		10,866	A	\$3	60,866	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	\$3.7							(1)	02/19/2026	Common Stock	15,000		15,000	D	
Warrant	\$5							03/01/2016	03/01/2021	Common Stock	37,500		37,500	D	
Warrant	\$5							05/18/2016	05/18/2021	Common Stock	12,500		12,500	D	
Stock Option	\$3.73							(2)	06/10/2026	Common Stock	29,000		29,000	D	
Warrant	\$4							08/05/2016	08/05/2021	Common Stock	8,000		8,000	D	
Warrant	\$4	02/10/2017		A		10,866		02/10/2017	02/10/2022	Common Stock	10,866	\$0 ⁽³⁾	10,866	D	

Explanation of Responses:

- The option vests to the extent of 5,000 shares on each of February 19, 2017, 2018 and 2019.
- The option vests to the extent of 9,667 shares on each of June 10, 2016 and June 10, 2017, and 9,666 shares on June 10, 2018.
- The warrant was issued in consideration of a concurrent acquisition by the Reporting Person from the Issuer of 10,866 shares.

Robert B. Catell

** Signature of Reporting Person

02/13/2017

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.