

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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>			2. Issuer Name and Ticker or Trading Symbol <u>BioRestorative Therapies, Inc.</u> [<u>BRTX</u>]			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) <input type="checkbox"/> Other (specify below) <u>CEO and Chairman of the Board</u>		
(Last) (First) (Middle) <u>40 MARCUS DRIVE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) <u>MELVILLE NY 11747</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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	08/08/2016		G		2,500	D	(1)	82,500	D	
Common Stock	09/02/2016		G		2,500	D	(1)	80,000	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	\$10	02/14/2017		D			4,000	12/15/2010	12/14/2020	Common Stock	4,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		4,000		12/15/2010	12/14/2020	Common Stock	4,000	(9)	4,000	D	
Stock Option	\$21	02/14/2017		D			50,000	(2)	02/09/2022	Common Stock	50,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		50,000		(2)	02/09/2022	Common Stock	50,000	(9)	50,000	D	
Stock Option	\$30	02/14/2017		D			20,000	(3)	12/07/2022	Common Stock	20,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		20,000		(3)	12/07/2022	Common Stock	20,000	(9)	20,000	D	
Stock Option	\$12	02/14/2017		D			12,500	(4)	10/04/2023	Common Stock	12,500	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		12,500		(4)	10/04/2023	Common Stock	12,500	(9)	12,500	D	
Stock Option	\$13	02/14/2017		D			50,000	(5)	02/18/2024	Common Stock	50,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		50,000		(5)	02/18/2024	Common Stock	50,000	(9)	50,000	D	
Stock Option	\$6.6	02/14/2017		D			150,000	(6)	10/23/2024	Common Stock	150,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		150,000		(6)	10/23/2024	Common Stock	150,000	(9)	150,000	D	
Stock Option	\$7	02/14/2017		D			208,000	(7)	09/04/2025	Common Stock	208,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		208,000		(7)	09/04/2025	Common Stock	208,000	(9)	208,000	D	
Stock Option	\$3.73							(8)	06/10/2026	Common Stock	275,000		275,000	D	

Explanation of Responses:

- Gift to family member.
- The option is exercisable to the extent of 16,667 shares on each of February 10, 2012 and February 10, 2013 and 16,666 shares on February 10, 2014.
- The option is exercisable to the extent of 10,000 shares on each of December 7, 2012 and December 7, 2013.
- The option is exercisable to the extent of 6,250 shares on each of October 4, 2013 and October 4, 2014.
- The option is exercisable to the extent of 16,667 shares on each of February 18, 2014 and February 18, 2015 and 16,666 shares on February 18, 2016.
- The option is exercisable to the extent of 50,000 shares on each of October 23, 2015, October 23, 2016 and October 23, 2017.
- The option is exercisable to the extent of 104,000 shares on December 22, 2015, 34,667 shares on each of September 4, 2016 and September 4, 2017, and 34,666 shares on September 4, 2018.
- The option is exercisable to the extent of 91,667 shares on each of June 10, 2016 and June 10, 2017, and 91,666 shares on June 10, 2018.
- The reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the "old" stock option and the grant of a "replacement" stock option at a reduced exercise price.

/s/ Mark Weinreb

02/14/2017

** 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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