

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>Silva Francisco</u>  (Last) (First) (Middle) <u>40 MARCUS DRIVE</u>  (Street) <u>MELVILLE</u> <u>NY</u> <u>11747</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>02/14/2017</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Research and Development</u>  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
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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			

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 (1) 04/04/2021	Common Stock 4,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	4,000	(1) 04/04/2021	Common Stock 4,000	(10)	4,000	D	
Stock Option	\$25	02/14/2017		D		150 06/24/2011 06/23/2021	Common Stock 150	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	150	06/24/2011 06/23/2021	Common Stock 150	(10)	150	D	
Stock Option	\$20	02/14/2017		D		1,000 11/16/2011 11/15/2021	Common Stock 1,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	1,000	11/16/2011 11/15/2021	Common Stock 1,000	(10)	1,000	D	
Stock Option	\$21	02/14/2017		D		2,000 (2) 02/09/2022	Common Stock 2,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	2,000	(2) 02/09/2022	Common Stock 2,000	(10)	2,000	D	
Stock Option	\$28	02/14/2017		D		5,500 (3) 05/02/2022	Common Stock 5,500	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	5,500	(3) 05/02/2022	Common Stock 5,500	(10)	5,500	D	
Stock Option	\$30	02/14/2017		D		4,000 (4) 12/07/2022	Common Stock 4,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	4,000	(4) 12/07/2022	Common Stock 4,000	(10)	4,000	D	
Stock Option	\$12	02/14/2017		D		5,000 (5) 10/04/2023	Common Stock 5,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	5,000	(5) 10/04/2023	Common Stock 5,000	(10)	5,000	D	
Stock Option	\$13	02/14/2017		D		12,500 (6) 02/18/2024	Common Stock 12,500	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	12,500	(6) 02/18/2024	Common Stock 12,500	(10)	12,500	D	
Stock Option	\$10.6	02/14/2017		D		2,000 03/12/2014 03/11/2024	Common Stock 2,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	2,000	03/12/2014 03/11/2024	Common Stock 2,000	(10)	2,000	D	
Stock Option	\$28	02/14/2017		D		2,000 04/14/2014 05/02/2022	Common Stock 2,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A	2,000	04/14/2014 05/02/2022	Common Stock 2,000	(10)	2,000	D	
Stock Option	\$6.6	02/14/2017		D		37,500 (7) 10/23/2024	Common Stock 37,500	(10)	0	D	

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	\$4.7	02/14/2017		A		37,500		(7)	10/23/2024	Common Stock	37,500	(10)	37,500	D	
Stock Option	\$7	02/14/2017		D			25,000	(8)	09/04/2025	Common Stock	25,000	(10)	0	D	
Stock Option	\$4.7	02/14/2017		A		25,000		(8)	09/04/2025	Common Stock	25,000	(10)	25,000	D	
Stock Option	\$3.73							(9)	06/10/2026	Common Stock	60,000		60,000	D	

**Explanation of Responses:**

1. The option is exercisable to the extent of 2,000 shares on each of April 5, 2011 and April 5, 2012.
2. The option is exercisable to the extent of 1,000 shares on each of February 10, 2012 and February 10, 2013.
3. The option is exercisable to the extent of 500 shares on each of May 3, 2013, May 3, 2014 and May 3, 2015, became exercisable to the extent of 1,000 shares based on the satisfaction of certain conditions and is exercisable to the extent of 3,000 shares subject to the satisfaction of certain conditions.
4. The option is exercisable to the extent of 2,000 shares on each of December 7, 2012 and December 7, 2013.
5. The option is exercisable to the extent of 2,500 shares on each of October 4, 2013 and October 4, 2014.
6. The option is exercisable to the extent of 4,167 shares on each of February 18, 2014 and February 18, 2015, and 4,166 shares on February 18, 2016.
7. The option is exercisable to the extent of 12,500 shares on each of October 23, 2015, October 23, 2016 and October 23, 2017.
8. The option is exercisable to the extent of 8,334 shares on September 4, 2016 and 8,333 shares on each of September 4, 2017 and September 4, 2018.
9. The option is exercisable to the extent of 20,000 shares on each of June 10, 2017, June 10, 2018 and June 10, 2019.
10. 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/ Francisco Silva

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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