

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>Clyde Mandy D.</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) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below) <u>VP of Operations</u></div>		
(Last)(First)(Middle) <u>40 MARCUS DRIVE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2017</u>					
(Street) <u>MELVILLE</u> <u>NY</u> <u>11747</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>		
(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			

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	\$20	02/14/2017		D			300	(1)	04/20/2021	Common Stock	300	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		300		(1)	04/20/2021	Common Stock	300	(9)	300	D	
Stock Option	\$21	02/14/2017		D			1,500	(2)	02/09/2022	Common Stock	1,500	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		1,500		(2)	02/09/2022	Common Stock	1,500	(9)	1,500	D	
Stock Option	\$30	02/14/2017		D			2,500	(3)	12/07/2022	Common Stock	2,500	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		2,500		(3)	12/07/2022	Common Stock	2,500	(9)	2,500	D	
Stock Option	\$12	02/14/2017		D			4,000	(4)	10/04/2023	Common Stock	4,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		4,000		(4)	10/04/2023	Common Stock	4,000	(9)	4,000	D	
Stock Option	\$13	02/14/2017		D			6,250	(5)	02/18/2024	Common Stock	6,250	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		6,250		(5)	02/18/2024	Common Stock	6,250	(9)	6,250	D	
Stock Option	\$6.6	02/14/2017		D			10,000	(6)	10/23/2024	Common Stock	10,000	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		10,000		(6)	10/23/2024	Common Stock	10,000	(9)	10,000	D	
Stock Option	\$7	02/14/2017		D			25,500	(7)	09/04/2025	Common Stock	25,500	(9)	0	D	
Stock Option	\$4.7	02/14/2017		A		25,500		(7)	09/04/2025	Common Stock	25,500	(9)	25,500	D	
Stock Option	\$3.73							(8)	06/10/2026	Common Stock	40,000		40,000	D	

Explanation of Responses:

- The option is exercisable to the extent of 100 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.
- The option is exercisable to the extent of 750 shares on each of February 10, 2012 and February 10, 2013.
- The option is exercisable to the extent of 1,250 shares on each of December 7, 2012 and December 7, 2013.
- The option is exercisable to the extent of 2,000 shares on each of October 4, 2013 and October 4, 2014.
- The option is exercisable to the extent of 2,084 shares on February 18, 2014, and 2,083 shares on each of February 18, 2015 and February 18, 2016.
- The option is exercisable to the extent of 3,334 shares on October 23, 2015 and 3,333 shares on each of October 23, 2016 and October 23, 2017.
- The option is exercisable to the extent of 8,500 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
- The option is exercisable to the extent of 13,334 shares on June 10, 2017 and 13,333 shares on each of June 10, 2018 and June 10, 2019.

9. 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/ Mandy D. Clyde

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.

**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.**