FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	APPROVA
CHAID	APPRUVA

OMB Number:	3235-0287
Estimated average burden	
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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

			or codern co(ii) or the invocations company victor to to			
			2. Issuer Name and Ticker or Trading Symbol BioRestorative Therapies, Inc. [BRTX]		tionship of Reporting Person all applicable) Director	(s) to Issuer
			,		Officer (give title	Other (specify
(Last) 69 CHICHESTER	(First) ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2017		below) below)	
(Street) HUNTINGTON	NY	11743	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than C	ng Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

, (2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Ad Disposed Of (D			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	(Instr. 3 and 4)		(IIISU: 4)
Common Stock	03/01/2017		A		30,000	A	\$3 ⁽¹⁾	36,000	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. Transac Code (II 8)		Derivative		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)	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		(Instr. 4)		
Option	\$4.7							(2)	06/27/2024	Common Stock	15,000		15,000	D	
Warrant	\$15							08/01/2014	07/11/2019	Common Stock	1,400		1,400	D ⁽³⁾	
Warrant	\$15							08/01/2014	07/31/2019	Common Stock	100		100	D ⁽³⁾	
Option	\$4.7							(4)	10/23/2024	Common Stock	25,000		25,000	D	
Option	\$4.7							(5)	09/04/2025	Common Stock	60,000		60,000	D	
Option	\$3.73							(6)	06/10/2026	Common Stock	64,000		64,000	D	
Warrant	\$4	03/01/2017		A		30,000		03/01/2017	03/01/2022	Common Stock	30,000	\$0 ⁽¹⁾	30,000	D	

Explanation of Responses:

- 1. In exchange for accrued director fees.
- 2. The option vests to the extent of 5,000 shares on each of June 27, 2014, June 27, 2015 and June 27, 2016.
- 3. Owned jointly with wife.
- 4. The option is exercisable to the extent of 8,334 shares on October 23, 2015 and 8,333 shares on each of October 23, 2016 and October 23, 2017.
- 5. The option is exercisable to the extent of 30,000 shares on December 22, 2015 and 10,000 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
- 6. The option is exercisable to the extent of 21,334 shares on June 10, 2016, and 21,333 shares on each of June 10, 2017 and June 10, 2018.

/s/ Paul Jude Tonna

03/02/2017

** 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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