

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>Desmarais John M</u> (Last) (First) (Middle) <u>230 PARK AVENUE</u> (Street) <u>NEW YORK NY 10169</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>11/17/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 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			
Common Stock								493,398	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				
Option	\$4.4							(1)	12/01/2025	Common Stock	15,000		15,000	D	
Warrant	\$5	11/17/2017		D			125,000	12/17/2015	11/17/2020	Common Stock	125,000	(5)	0	D	
Warrant	\$4	11/17/2017		A		125,000		12/17/2015	11/17/2020	Common Stock	125,000	(5)	125,000	D	
Warrant	\$5	11/17/2017		D			250,000	03/18/2016	03/18/2021	Common Stock	250,000	(5)	0	D	
Warrant	\$4	11/17/2017		A		250,000		03/18/2016	03/18/2021	Common Stock	250,000	(5)	250,000	D	
Warrant	\$4.5	11/17/2017		D			444,444	03/18/2016	12/31/2018	Common Stock	444,444	(5)	0	D	
Warrant	\$4	11/17/2017		A		444,444		03/18/2016	12/31/2018	Common Stock	444,444	(5)	444,444	D	
Warrant	\$5	11/17/2017		D			400,000	03/18/2016	12/31/2018	Common Stock	400,000	(5)	0	D	
Warrant	\$4	11/17/2017		A		400,000		03/18/2016	12/31/2018	Common Stock	400,000	(5)	400,000	D	
Option	\$3.73							(2)	06/10/2026	Common Stock	35,000		35,000	D	
Warrant	\$4							06/30/2016	06/30/2021	Common Stock	40,000		40,000	I ⁽³⁾	Trust
Warrant	\$4							09/26/2016	09/26/2021	Common Stock	80,000		80,000	D	
Warrant	\$4							02/10/2017	02/10/2022	Common Stock	21,731		21,731	D	
Warrant	\$4							03/01/2017	03/01/2022	Common Stock	16,667		16,667	D	
Stock Option	\$3.35							(4)	06/23/2027	Common Stock	125,000		125,000	D	

Explanation of Responses:

- The option vests to the extent of 5,000 shares on each of December 1, 2016, 2017 and 2018.
- The option vests to the extent of 11,667 shares on each of June 10, 2016 and June 10, 2017, and 11,666 shares on June 10, 2018.
- The warrant is held by a trust established by the Reporting Person for the benefit of his immediate family. The Reporting Person serves as a trustee of the trust.
- The option is exercisable to the extent of 41,667 shares on each of June 23, 2017 and June 23, 2018, and 41,666 shares on June 23, 2019.
- The reported transactions involved an amendment of an outstanding warrant resulting in the deemed cancellation of the "old" warrant and the grant of a "replacement" warrant at a reduced exercise price.

/s/ Fred Skolnik, by power of
 attorney, for John M. Desmarais

11/17/2017

** 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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