

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 *<br><u>ALSTODT LANCE</u><br><br>(Last) (First) (Middle)<br><u>40 MARCUS DRIVE</u><br><br>(Street)<br><u>MELVILLE NY 11747</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BioRestorative Therapies, Inc. [ BRTX ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/25/2023</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President, CEO, COB</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|--|--|---|

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                    | 07/25/2023                           |  | P                              |   | 4,200   | A          | \$2.44 <sup>(1)</sup> | 184,418 <sup>(2)</sup>  | 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                               | \$5.08   |                                      |  |                                |   |  |     | (3)  | 03/18/2031      | Common Stock  | 293,479                    |  | 293,479  | D   |  |
| Stock Option                               | \$5.08   |                                      |  |                                |   |  |     | (4)  | 11/04/2031      | Common Stock  | 42,059                     |  | 42,059   | D   |  |
| Stock Option                               | \$2.91   |                                      |  |                                |   |  |     | (5)  | 02/17/2033      | Common Stock  | 106,762                    |  | 106,762  | D   |  |

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$2.41 to \$2.47 per share. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide, upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were effected.
2. Includes 48,912 shares received pursuant to an unvested restricted stock unit grant. Such shares vest on March 18, 2024.
3. The option vests and becomes exercisable to the extent of 146,740 shares on March 18, 2021, 36,684 shares on November 4, 2021 and 110,055 shares in six nearly equal quarterly installments beginning December 18, 2021 and continuing every three months thereafter until fully vested.
4. The option vests and becomes exercisable to the extent of 21,030 shares on November 4, 2021 and 21,029 shares in eight nearly equal quarterly installments beginning November 4, 2022 and continuing every three months thereafter until fully vested.
5. The option vests and becomes exercisable to the extent of 53,381 shares on February 17, 2023 and 53,381 shares in eight nearly equal quarterly installments beginning February 17, 2024 and continuing every three months thereafter until fully vested.

/s/ Lance Alstodt

07/25/2023

\*\* 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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