FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 occitor 30(ii) or the investment company Act or 1340				
Name and Address of Reporting Person* Desmarais John M			2. Issuer Name and Ticker or Trading Symbol BioRestorative Therapies, Inc. [BRTX]		ionship of Reporting Pe all applicable) Director	rson(s)	10% Owner
(Last) 230 PARK AVENU	(First) JE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2018		Officer (give title below)		Other (specify below)
(Street) NEW YORK (City)	NY (State)	10169 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi	dual or Joint/Group Fili Form filed by One Ro Form filed by More th	porting	Person

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)	Transaction Code (Instr.		4. Securities Ac Disposed Of (D				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								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. Transac Code (Ir 8)	tion istr.			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	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		Transaction(s) (Instr. 4)		
Option	\$4.4							(1)	12/01/2025	Common Stock	15,000		15,000	D	
Warrant	\$4							12/17/2015	11/17/2020	Common Stock	125,000		125,000	D	
Warrant	\$4							03/18/2016	03/18/2021	Common Stock	250,000		250,000	D	
Warrant	\$4							03/18/2016	12/31/2018	Common Stock	444,444		444,444	D	
Warrant	\$4							03/18/2016	12/31/2018	Common Stock	400,000		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	
Stock Option	\$1.23	10/29/2018		A		75,000		(5)	10/29/2028	Common Stock	75,000	\$0	75,000	D	

Explanation of Responses:

- $1. \ The \ option \ vests \ to \ the \ extent \ of \ 5,000 \ shares \ on \ each \ of \ December \ 1, \ 2016, \ 2017 \ and \ 2018.$
- 2. 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.
- 3. 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.
- 4. 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.

5. The option is exercisable to the extent of 25,000 shares on each of October 29, 2018, October 29, 2019 and October 29, 2020.

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

10/30/2018

** 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.