

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

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| 1. Name and Address of Reporting Person * <u>Clyde Mandy D.</u> (Last) (First) (Middle) <u>40 MARCUS DRIVE</u> (Street) <u>MELVILLE NY 11747</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>10/29/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Operations</u> 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 | | | |

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 | \$4.7 | | | | | 12/15/2010 12/14/2020 | Common Stock 4,000 | | 4,000 | D | |
| Stock Option | \$4.7 | | | | | (1) 04/20/2021 | Common Stock 300 | | 300 | D | |
| Stock Option | \$4.7 | | | | | (2) 02/09/2022 | Common Stock 1,500 | | 1,500 | D | |
| Stock Option | \$4.7 | | | | | (3) 12/07/2022 | Common Stock 2,500 | | 2,500 | D | |
| Stock Option | \$4.7 | | | | | (4) 10/04/2023 | Common Stock 4,000 | | 4,000 | D | |
| Stock Option | \$4.7 | | | | | (5) 02/18/2024 | Common Stock 6,250 | | 6,250 | D | |
| Stock Option | \$4.7 | | | | | (6) 10/23/2024 | Common Stock 10,000 | | 10,000 | D | |
| Stock Option | \$4.7 | | | | | (7) 09/04/2025 | Common Stock 25,500 | | 25,500 | D | |
| Stock Option | \$3.73 | | | | | (8) 06/10/2026 | Common Stock 40,000 | | 40,000 | D | |
| Stock Option | \$2.8 | | | | | (9) 07/12/2027 | Common Stock 30,000 | | 30,000 | D | |
| Stock Option | \$3.35 | | | | | (10) 08/10/2027 | Common Stock 20,000 | | 20,000 | D | |
| Stock Option | \$1.23 | 10/29/2018 | | A | 50,000 | (11) 10/29/2028 | Common Stock 50,000 | \$0 | 50,000 | D | |

Explanation of Responses:

- 1. The option is exercisable to the extent of 100 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.
- 2. The option is exercisable to the extent of 750 shares on each of February 10, 2012 and February 10, 2013.
- 3. The option is exercisable to the extent of 1,250 shares on each of December 7, 2012 and December 7, 2013.
- 4. The option is exercisable to the extent of 2,000 shares on each of October 4, 2013 and October 4, 2014.
- 5. 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.
- 6. 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.
- 7. The option is exercisable to the extent of 8,500 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
- 8. 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 option is exercisable to the extent of 10,000 shares on each of July 12, 2018, July 12, 2019 and July 12, 2020.
- 10. The option is exercisable to the extent of 6,667 shares on each of August 10, 2018 and August 10, 2019, and 6,666 shares on August 10, 2020.
- 11. The option is exercisable to the extent of 16,667 shares on each of October 29, 2019 and October 29, 2020, and 16,666 shares on October 29, 2021.

/s/ Mandy D. Clyde

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.

