

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to
 Section 16. Form 4 or Form 5 obligations
 may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Desmarais John M</u>	2. Issuer Name and Ticker or Trading Symbol <u>BioRestorative Therapies, Inc. [BRTX]</u>	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)
(Last) (First) (Middle) <u>230 PARK AVENUE</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2019</u>	
(Street) <u>NEW YORK NY 10169</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
(City) (State) (Zip)		

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	03/25/2019		D			15,000	(1)	12/01/2025	Common Stock	15,000	(6)	0	D	
Option	\$0.75	03/25/2019		A		15,000		(1)	12/01/2025	Common Stock	15,000	(6)	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	\$1.5							03/18/2016	12/31/2019	Common Stock	444,444		444,444	D	
Warrant	\$1.5							03/18/2016	12/31/2019	Common Stock	400,000		400,000	D	
Option	\$3.73	03/25/2019		D			35,000	(2)	06/10/2026	Common Stock	35,000	(6)	0	D	
Option	\$0.75	03/25/2019		A		35,000		(2)	06/10/2026	Common Stock	35,000	(6)	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	03/25/2019		D			125,000	(4)	06/23/2027	Common Stock	125,000	(6)	0	D	
Stock Option	\$0.75	03/25/2019		A		125,000		(4)	06/23/2027	Common Stock	125,000	(6)	125,000	D	
Stock Option	\$1.23	03/25/2019		D			75,000	(5)	10/29/2028	Common Stock	75,000	(6)	0	D	
Stock Option	\$0.75	03/25/2019		A		75,000		(5)	10/29/2028	Common Stock	75,000	(6)	75,000	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 option is exercisable to the extent of 25,000 shares on each of October 29, 2018, October 29, 2019 and October 29, 2020.
- The reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the "old" stock option and the grant of a "replacement" stock option at a reduced exercise price.

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

03/25/2019

** 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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