

## 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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Ryan Charles S.</u>			<u>BioRestorative Therapies, Inc.</u> [ BRTX ]		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
<u>1302 RIDGE ROAD</u>			<u>03/25/2019</u>			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>LAUREL</u>	<u>NY</u>	<u>11791</u>			<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								42,917	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	\$4.7	03/25/2019		D			15,000	(1)	04/06/2025	Common Stock	15,000	(6)	0	D	
Option	\$0.75	03/25/2019		A		15,000		(1)	04/06/2025	Common Stock	15,000	(6)	15,000	D	
Warrant	\$15							05/08/2015	05/08/2020	Common Stock	2,500		2,500	D	
Warrant	\$4							12/07/2015	11/12/2020	Common Stock	6,250		6,250	D	
Option	\$4.7	03/25/2019		D			20,000	(2)	09/04/2025	Common Stock	20,000	(6)	0	D	
Option	\$0.75	03/25/2019		A		20,000		(2)	09/04/2025	Common Stock	20,000	(6)	20,000	D	
Option	\$3.73	03/25/2019		D			46,000	(3)	06/10/2026	Common Stock	46,000	(6)	0	D	
Option	\$0.75	03/25/2019		A		46,000		(3)	06/10/2026	Common Stock	46,000	(6)	46,000	D	
Warrant	\$4							03/01/2017	03/01/2022	Common Stock	26,667		26,667	D	
Stock Option	\$3.35	03/25/2019		D			100,000	(4)	06/23/2027	Common Stock	100,000	(6)	0	D	
Stock Option	\$0.75	03/25/2019		A		100,000		(4)	06/23/2027	Common Stock	100,000	(6)	100,000	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 April 6, 2016, April 6, 2017 and April 6, 2018.
- The option is exercisable to the extent of 10,000 shares on December 22, 2015, 3,334 shares on September 4, 2016, and 3,333 shares on each of September 4, 2017 and September 4, 2018.
- The option is exercisable to the extent of 15,334 shares on June 10, 2016 and 15,333 shares on each of June 10, 2017 and June 10, 2018.
- The option is exercisable to the extent of 33,334 shares on June 23, 2017, and 33,333 shares on each of June 23, 2018 and 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/ Charles S. Ryan

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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