

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>Paccasassi Robert</u>	<u>BioRestorative Therapies, Inc.</u> [BRTX]	Director 10% Owner X Officer (give title below) Other (specify below) <u>VP, Quality and Compliance</u>
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
<u>40 MARCUS DRIVE</u>	<u>03/25/2019</u>	
<u>SUITE 1</u>		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>MELVILLE NY 11747</u>		X 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			

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	03/25/2019		D		(1) 08/13/2025	Common Stock 5,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A	5,000	(1) 08/13/2025	Common Stock 5,000	(5)	5,000	D	
Stock Option	\$3.73	03/25/2019		D	15,000	(2) 06/10/2026	Common Stock 15,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A	15,000	(2) 06/10/2026	Common Stock 15,000	(5)	15,000	D	
Stock Option	\$2.8	03/25/2019		D	40,000	(3) 07/12/2027	Common Stock 40,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A	40,000	(3) 07/12/2027	Common Stock 40,000	(5)	40,000	D	
Stock Option	\$1.23	03/25/2019		D	50,000	(4) 10/29/2028	Common Stock 50,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A	50,000	(4) 10/29/2028	Common Stock 50,000	(5)	50,000	D	

Explanation of Responses:

1. The option is exercisable to the extent of 1,667 shares on each of August 13, 2016 and August 13, 2017, and 1,666 shares on August 13, 2018.
2. The option is exercisable to the extent of 5,000 shares on each of June 10, 2017, June 10, 2018 and June 10, 2019.
3. The option is exercisable to the extent of 13,334 shares on July 12, 2018, and 13,333 shares on each of July 12, 2019 and July 12, 2020.
4. 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.
5. 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/ Robert Paccasassi 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.

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.