

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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* <u>CATELL ROBERT B</u> (Last) (First) (Middle) <u>62 OSBORNE ROAD</u> (Street) <u>GARDEN CITY NY 11530</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>03/25/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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
--	--	---

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								80,866	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				
Stock Option	\$3.7	03/25/2019		D			15,000	(1)	02/19/2026	Common Stock	15,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A		15,000		(1)	02/19/2026	Common Stock	15,000	(5)	15,000	D	
Warrant	\$5							03/01/2016	03/01/2021	Common Stock	37,500		37,500	D	
Warrant	\$5							05/18/2016	05/18/2021	Common Stock	12,500		12,500	D	
Stock Option	\$3.73	03/25/2019		D			29,000	(2)	06/10/2026	Common Stock	29,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A		29,000		(2)	06/10/2026	Common Stock	29,000	(5)	29,000	D	
Warrant	\$4							08/05/2016	08/05/2021	Common Stock	8,000		8,000	D	
Warrant	\$4							02/10/2017	02/10/2022	Common Stock	10,866		10,866	D	
Warrant	\$4							03/01/2017	03/01/2022	Common Stock	15,000		15,000	D	
Stock Option	\$3.35	03/25/2019		D			100,000	(3)	06/23/2027	Common Stock	100,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A		100,000		(3)	06/23/2027	Common Stock	100,000	(5)	100,000	D	
Warrant	\$4							08/11/2017	08/11/2022	Common Stock	5,000		5,000	D	
Stock Option	\$1.23	03/25/2019		D			75,000	(4)	10/29/2028	Common Stock	75,000	(5)	0	D	
Stock Option	\$0.75	03/25/2019		A		75,000		(4)	10/29/2028	Common Stock	75,000	(5)	75,000	D	

Explanation of Responses:

1. The option vests to the extent of 5,000 shares on each of February 19, 2017, 2018 and 2019.
2. The option vests to the extent of 9,667 shares on each of June 10, 2016 and June 10, 2017, and 9,666 shares on June 10, 2018.
3. 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.
4. The option is exercisable to the extent of 25,000 shares on each of October 29, 2018, October 29, 2019 and October 29, 2020.
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.

Robert B. Catell 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.