

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>Silva Francisco</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Research and Development</u> | | |
| (Last) (First) (Middle) <u>40 MARCUS DRIVE</u> | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/23/2020</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 | | |
| (Street) <u>MELVILLE NY 11747</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (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 | 11/23/2020 | | J ⁽¹²⁾ | | 8,375,671 | A | ⁽¹²⁾ | 8,431,629 | D | |
| Common Stock | | | | | | | | 12,116 | I | IRA |

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 | \$0.75 | | | | | | | ⁽¹⁾ | 04/04/2021 | Common Stock | 4,000 | | 4,000 | D | |
| Stock Option | \$0.75 | | | | | | | 06/24/2011 | 06/23/2021 | Common Stock | 150 | | 150 | D | |
| Stock Option | \$0.75 | | | | | | | 11/16/2011 | 11/15/2021 | Common Stock | 1,000 | | 1,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽²⁾ | 02/09/2022 | Common Stock | 2,000 | | 2,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽³⁾ | 05/02/2022 | Common Stock | 5,500 | | 5,500 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽⁴⁾ | 12/07/2022 | Common Stock | 4,000 | | 4,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽⁵⁾ | 10/04/2023 | Common Stock | 5,000 | | 5,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽⁶⁾ | 02/18/2024 | Common Stock | 12,500 | | 12,500 | D | |
| Stock Option | \$0.75 | | | | | | | 03/12/2014 | 03/11/2024 | Common Stock | 2,000 | | 2,000 | D | |
| Stock Option | \$0.75 | | | | | | | 04/14/2014 | 05/02/2022 | Common Stock | 2,000 | | 2,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽⁷⁾ | 10/23/2024 | Common Stock | 37,500 | | 37,500 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽⁸⁾ | 09/04/2025 | Common Stock | 25,000 | | 25,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽⁹⁾ | 06/10/2026 | Common Stock | 60,000 | | 60,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽¹⁰⁾ | 07/12/2027 | Common Stock | 80,000 | | 80,000 | D | |
| Stock Option | \$0.75 | | | | | | | ⁽¹¹⁾ | 10/29/2028 | Common Stock | 100,000 | | 100,000 | D | |

Explanation of Responses:

- 1. The option is exercisable to the extent of 2,000 shares on each of April 5, 2011 and April 5, 2012.
- 2. The option is exercisable to the extent of 1,000 shares on each of February 10, 2012 and February 10, 2013.
- 3. The option is exercisable to the extent of 500 shares on each of May 3, 2013, May 3, 2014 and May 3, 2015, became exercisable to the extent of 1,000 shares based on the satisfaction of certain conditions and is exercisable to the extent of 3,000 shares subject to the satisfaction of certain conditions.
- 4. The option is exercisable to the extent of 2,000 shares on each of December 7, 2012 and December 7, 2013.
- 5. The option is exercisable to the extent of 2,500 shares on each of October 4, 2013 and October 4, 2014.
- 6. The option is exercisable to the extent of 4,167 shares on each of February 18, 2014 and February 18, 2015, and 4,166 shares on February 18, 2016.
- 7. The option is exercisable to the extent of 12,500 shares on each of October 23, 2015, October 23, 2016 and October 23, 2017.
- 8. The option is exercisable to the extent of 8,334 shares on September 4, 2016 and 8,333 shares on each of September 4, 2017 and September 4, 2018.

9. The option is exercisable to the extent of 20,000 shares on each of June 10, 2017, June 10, 2018 and June 10, 2019.
10. The option is exercisable to the extent of 26,667 shares on each of July 12, 2018 and July 12, 2019, and 26,666 shares on July 12, 2020.
11. The option is exercisable to the extent of 33,334 shares on October 29, 2019, and 33,333 shares on each of October 29, 2020 and October 29, 2021.
12. Shares acquired from Issuer pursuant to amended joint plan of reorganization of Issuer (the "Plan"). Pursuant to the Plan, 100 shares of common stock were issued for each dollar of allowed unsecured claim.

/s/ Francisco Silva

11/23/2020

** 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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