FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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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

	e and Address of Reporting Person* Francisco		2. Issuer Name and Ticker or Trading Symbol BioRestorative Therapies, Inc. [ BRTX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Silva Francisco				X	Director	10% Owner			
(Last) (First) (Middle) 40 MARCUS DRIVE		(Middle)		X	Officer (give title below)	Other (specify below)			
		(wilddie)	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2021		,	of Research and Development			
(Street) MELVILLE	NY	11747	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing Form filed by One Rep	orting Person			
(City)	(State)	(Zip)			Form filed by More that	n 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. Transac Code (li 8)		4. Securities Ad Disposed Of (D		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(Instr. 3 and 4)		(11311. 4)			
Common Stock							148,848(1)(2)	D		
Common Stock							3(2)	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. Transac Code (li 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	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		Transaction(s) (Instr. 4)		
Stock Option	\$3,000							11/16/2011	11/15/2021	Common Stock	1(2)		1 <sup>(2)</sup>	D	
Stock Option	\$3,000							(3)	02/09/2022	Common Stock	1(2)		1(2)	D	
Stock Option	\$3,000							(4)(3)	05/02/2022	Common Stock	1(2)		1 <sup>(2)</sup>	D	
Stock Option	\$3,000							(3)	12/07/2022	Common Stock	1(2)		1 <sup>(2)</sup>	D	
Stock Option	\$3,000							(3)	10/04/2023	Common Stock	1(2)		1(2)	D	
Stock Option	\$3,000							(3)	02/18/2024	Common Stock	3(2)		3 <sup>(2)</sup>	D	
Stock Option	\$3,000							03/12/2014	03/11/2024	Common Stock	1(2)		1(2)	D	
Stock Option	\$3,000							04/14/2014	05/02/2022	Common Stock	1(2)		1 <sup>(2)</sup>	D	
Stock Option	\$3,000							(3)	10/23/2024	Common Stock	9(2)		9(2)	D	
Stock Option	\$3,000							(3)	09/04/2025	Common Stock	6(2)		6 <sup>(2)</sup>	D	
Stock Option	\$3,000							(3)	06/10/2026	Common Stock	15(2)		15 <sup>(2)</sup>	D	
Stock Option	\$3,000							(3)	07/12/2027	Common Stock	20(2)		20 <sup>(2)</sup>	D	
Stock Option	\$3,000							(3)	10/29/2028	Common Stock	25(2)		25 <sup>(2)</sup>	D	
Stock Option	\$47.6	11/04/2021		D			293,479 <sup>(2)</sup>	(5)	03/18/2031	Common Stock	293,794(2)	\$0 <sup>(7)</sup>	0	D	
Stock Option	\$13.5	11/04/2021		A		293,479		(6)	03/18/2031	Common Stock	293,479	\$0 <sup>(7)</sup>	293,479	D	
Stock Option	\$13.5	11/04/2021		A		42,059		(8)	11/04/2031	Common Stock	42,059	\$0	42,059	D	

### Explanation of Responses:

- 1. Includes 146,740 shares received pursuant to an unvested restricted stock unit grant. Such shares vest to the extent of 48,914 shares on March 18, 2022 and 48,913 shares on each of March 18, 2023 and March 18, 2024.
- 2. Reflects a 1-for-4,000 reverse split effected by the issuer on October 27, 2021.
- 3. The option is currently exercisable.
- 4. The option is exercisable subject to the satisfaction of certain conditions.
- 5. The option vests to the extent of 146,740 shares on March 18, 2021, 73,370 shares on March 18, 2022 and 73,369 shares on March 18, 2023.
- 6. The option vests and becomes exercisable to the extent of 146,740 shares on March 18, 2021, 36,684 shares on November 4, 2021 and the remaining 110,055 shares in six nearly equal quarterly installments beginning December 18, 2021 and continuing every three months thereafter until fully vested.

- 7. 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 with an adjusted exercise price and vesting dates.
- 8. The option vests and becomes exercisable to the extent of 21,030 shares on November 4, 2021 with the remaining 21,029 shares vesting quarterly in eight nearly equal installments beginning on November 4, 2022.

/s/ Francisco Silva

11/08/2021

\*\* Signature of Reporting Person

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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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