

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> (Last) (First) (Middle) <u>40 MARCUS DRIVE</u> (Street) <u>MELVILLE NY 11747</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>11/19/2021</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Research and Development</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 |
|--|--|--|

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 | | | | | | | | 148,848 ⁽¹⁾ | D | |
| Common Stock | 11/19/2021 | | P | | 4,000 | A | \$6.6565 ⁽²⁾ | 11,829 | 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 | \$3,000 | | | | | | | (3) | 02/09/2022 | Common Stock | 1 | | 1 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 05/02/2022 | Common Stock | 1 | | 1 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 12/07/2022 | Common Stock | 1 | | 1 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 10/04/2023 | Common Stock | 1 | | 1 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 02/18/2024 | Common Stock | 3 | | 3 | D | |
| Stock Option | \$3,000 | | | | | | | 03/12/2014 | 03/11/2024 | Common Stock | 1 | | 1 | D | |
| Stock Option | \$3,000 | | | | | | | 04/14/2014 | 05/02/2022 | Common Stock | 1 | | 1 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 10/23/2024 | Common Stock | 9 | | 9 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 09/04/2025 | Common Stock | 6 | | 6 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 06/10/2026 | Common Stock | 15 | | 15 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 07/12/2027 | Common Stock | 20 | | 20 | D | |
| Stock Option | \$3,000 | | | | | | | (3) | 10/29/2028 | Common Stock | 25 | | 25 | D | |
| Stock Option | \$13.5 | | | | | | | (4) | 03/18/2031 | Common Stock | 293,479 | | 293,479 | D | |
| Stock Option | \$13.5 | | | | | | | (5) | 11/04/2031 | Common Stock | 42,059 | | 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. The price reported is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$6.605 to \$6.81, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
3. The option is currently exercisable.
4. 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.
5. 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 11/22/2021
Signature of Reporting Person Date

** 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.