

BioRestorative Therapies, Inc.
 Form 4
 February 15, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Clyde Mandy D.

2. Issuer Name and Ticker or Trading Symbol
 BioRestorative Therapies, Inc.
 [BRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 40 MARCUS DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP of Operations

MELVILLE, NY 11747
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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 control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Option	\$ 10	02/14/2017	D		4,000	12/15/2010	12/14/2020	Common Stock	4,000
Stock Option	\$ 4.7	02/14/2017	A	4,000		12/15/2010	12/14/2020	Common Stock	4,000
Stock Option	\$ 20	02/14/2017	D		300	<u>(1)</u>	04/20/2021	Common Stock	300
Stock Option	\$ 4.7	02/14/2017	A	300		<u>(1)</u>	04/20/2021	Common Stock	300
Stock Option	\$ 21	02/14/2017	D		1,500	<u>(2)</u>	02/09/2022	Common Stock	1,500
Stock Option	\$ 4.7	02/14/2017	A	1,500		<u>(2)</u>	02/09/2022	Common Stock	1,500
Stock Option	\$ 30	02/14/2017	D		2,500	<u>(3)</u>	12/07/2022	Common Stock	2,500
Stock Option	\$ 4.7	02/14/2017	A	2,500		<u>(3)</u>	12/07/2022	Common Stock	2,500
Stock Option	\$ 12	02/14/2017	D		4,000	<u>(4)</u>	10/04/2023	Common Stock	4,000
Stock Option	\$ 4.7	02/14/2017	A	4,000		<u>(4)</u>	10/04/2023	Common Stock	4,000
Stock Option	\$ 13	02/14/2017	D		6,250	<u>(5)</u>	02/18/2024	Common Stock	6,250
Stock Option	\$ 4.7	02/14/2017	A	6,250		<u>(5)</u>	02/18/2024	Common Stock	6,250
Stock Option	\$ 6.6	02/14/2017	D		10,000	<u>(6)</u>	10/23/2024	Common Stock	10,000
Stock Option	\$ 4.7	02/14/2017	A	10,000		<u>(6)</u>	10/23/2024	Common Stock	10,000
Stock Option	\$ 7	02/14/2017	D		25,500	<u>(7)</u>	09/04/2025	Common Stock	25,500
Stock Option	\$ 4.7	02/14/2017	A	25,500		<u>(7)</u>	09/04/2025	Common Stock	25,500
Stock Option	\$ 3.73					<u>(8)</u>	06/10/2026	Common Stock	40,000

