BioRestorative Therapies, Inc.

Form 4

February 15, 2017

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5

obligations may continue. See Instruction 1(b).

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.

(Last)

Security

(Instr. 3)

(Middle)

40 MARCUS DRIVE

(First)

(Street)

MELVILLE, NY 11747

2. Issuer Name and Ticker or Trading Symbol

BioRestorative Therapies, Inc.

[BRTX]

3. Date of Earliest Transaction

(Month/Day/Year) 02/14/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below) below) VP of Operations

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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

(City) (State)

(Zip) 1. Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

(Instr. 3 and 4)

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option	\$ 10	02/14/2017		D		4,000	12/15/2010	12/14/2020	Common Stock	4,0
Stock Option	\$ 4.7	02/14/2017		A	4,000		12/15/2010	12/14/2020	Common Stock	4,0
Stock Option	\$ 20	02/14/2017		D		300	<u>(1)</u>	04/20/2021	Common Stock	30
Stock Option	\$ 4.7	02/14/2017		A	300		<u>(1)</u>	04/20/2021	Common Stock	30
Stock Option	\$ 21	02/14/2017		D		1,500	(2)	02/09/2022	Common Stock	1,5
Stock Option	\$ 4.7	02/14/2017		A	1,500		(2)	02/09/2022	Common Stock	1,5
Stock Option	\$ 30	02/14/2017		D		2,500	(3)	12/07/2022	Common Stock	2,5
Stock Option	\$ 4.7	02/14/2017		A	2,500		(3)	12/07/2022	Common Stock	2,5
Stock Option	\$ 12	02/14/2017		D		4,000	<u>(4)</u>	10/04/2023	Common Stock	4,0
Stock Option	\$ 4.7	02/14/2017		A	4,000		<u>(4)</u>	10/04/2023	Common Stock	4,0
Stock Option	\$ 13	02/14/2017		D		6,250	<u>(5)</u>	02/18/2024	Common Stock	6,2
Stock Option	\$ 4.7	02/14/2017		A	6,250		<u>(5)</u>	02/18/2024	Common Stock	6,2
Stock Option	\$ 6.6	02/14/2017		D		10,000	<u>(6)</u>	10/23/2024	Common Stock	10,0
Stock Option	\$ 4.7	02/14/2017		A	10,000		<u>(6)</u>	10/23/2024	Common Stock	10,0
Stock Option	\$ 7	02/14/2017		D		25,500	<u>(7)</u>	09/04/2025	Common Stock	25,5
Stock Option	\$ 4.7	02/14/2017		A	25,500		<u>(7)</u>	09/04/2025	Common Stock	25,5
Stock Option	\$ 3.73						(8)	06/10/2026	Common Stock	40,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Clyde Mandy D.

40 MARCUS DRIVE VP of Operations MELVILLE, NY 11747

Signatures

/s/ Mandy D. 02/14/2017 Clyde

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) The option is exercisable to the extent of 100 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.
- (2) The option is exercisable to the extent of 750 shares on each of February 10, 2012 and February 10, 2013.
- (3) The option is exercisable to the extent of 1,250 shares on each of December 7, 2012 and December 7, 2013.
- (4) The option is exercisable to the extent of 2,000 shares on each of October 4, 2013 and October 4, 2014.
- (5) The option is exercisable to the extent of 2,084 shares on February 18, 2014, and 2,083 shares on each of February 18, 2015 and February 18, 2016.
- The option is exercisable to the extent of 3,334 shares on October 23, 2015 and 3,333 shares on each of October 23, 2016 and October 23, 2017.
- (7) The option is exercisable to the extent of 8,500 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
- (8) The option is exercisable to the extent of 13,334 shares on June 10, 2017 and 13,333 shares on each of June 10, 2018 and June 10, 2019.
- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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