

BioRestorative Therapies, Inc.
 Form 4
 July 14, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Field Edward L.

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)
 07/12/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President brtxDISC Division

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------|------------------------------------|------------------|---|---------|---------------------|--------------------|-----------------|----------------------------------|
| | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code V | | | | |
| Option | \$ 4.7 | | | | (1) | 02/09/2025 | Common Stock | 25,000 |
| Option | \$ 4.7 | | | | (2) | 09/04/2025 | Common Stock | 25,000 |
| Option | \$ 3.73 | | | | (3) | 06/10/2026 | Common Stock | 80,000 |
| Option | \$ 2.8 | 07/12/2017 | A | 110,000 | (4) | 07/12/2027 | Common Stock | 110,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Field Edward L. 40 MARCUS DRIVE MELVILLE, NY 11747 | | | President brtxDISC Division | |

Signatures

/s/ Edward L.
Field

07/13/2017

**Signature of
Reporting Person

Date

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 vests to the extent of 8,334 shares on February 9, 2016 and 8,333 shares on each of February 9, 2017 and February 9, 2018.
- (2) 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.
- (3) The option is exercisable to the extent of 26,667 shares on each of June 10, 2017 and June 10, 2018, and 26,666 shares on June 10, 2019.
- (4) The option is exercisable to the extent of 36,667 shares on each of July 12, 2018 and July 12, 2019, and 36,666 shares on July 12, 2020.

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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