

Paccasassi Robert  
 Form 4  
 March 26, 2019

**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 \*  
 Paccasassi Robert

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, SUITE 1  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/25/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Quality and Compliance

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.

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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 Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3)   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------|------------------------------|------------------|-----------------|---|--------|------------------|-----------------|--------------|----------------------------|
|              |                              |                  |                 | (A)   | (D)    |                  |                 |              |                            |
| Stock Option | \$ 4.7                       | 03/25/2019       | D               |   | 5,000  | (1)              | 08/13/2025      | Common Stock | 5,000                      |
| Stock Option | \$ 0.75                      | 03/25/2019       | A               | 5,000                                       |        | (1)              | 08/13/2025      | Common Stock | 5,000                      |
| Stock Option | \$ 3.73                      | 03/25/2019       | D               |   | 15,000 | (2)              | 06/10/2026      | Common Stock | 15,000                     |
| Stock Option | \$ 0.75                      | 03/25/2019       | A               | 15,000                                      |        | (2)              | 06/10/2026      | Common Stock | 15,000                     |
| Stock Option | \$ 2.8                       | 03/25/2019       | D               |   | 40,000 | (3)              | 07/12/2027      | Common Stock | 40,000                     |
| Stock Option | \$ 0.75                      | 03/25/2019       | A               | 40,000                                      |        | (3)              | 07/12/2027      | Common Stock | 40,000                     |
| Stock Option | \$ 1.23                      | 03/25/2019       | D               |   | 50,000 | (4)              | 10/29/2028      | Common Stock | 50,000                     |
| Stock Option | \$ 0.75                      | 03/25/2019       | A               | 50,000                                      |        | (4)              | 10/29/2028      | Common Stock | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Paccasassi Robert<br>40 MARCUS DRIVE<br>SUITE 1<br>MELVILLE, NY 11747 |               |           | VP, Quality and Compliance |       |

## Signatures

/s/ Robert Paccasassi  
03/25/2019

\*\*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 is exercisable to the extent of 1,667 shares on each of August 13, 2016 and August 13, 2017, and 1,666 shares on August 13, 2018.
- (2) The option is exercisable to the extent of 5,000 shares on each of June 10, 2017, June 10, 2018 and June 10, 2019.

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- (3) The option is exercisable to the extent of 13,334 shares on July 12, 2018, and 13,333 shares on each of July 12, 2019 and July 12, 2020.
- (4) The option is exercisable to the extent of 16,667 shares on each of October 29, 2019 and October 29, 2020, and 16,666 shares on October 29, 2021.
- (5) 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.

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