

BioRestorative Therapies, Inc.
 Form 4
 December 16, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Desmarais John M

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)
 230 PARK AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10169

(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 | | | |
| Common Stock | | | | | 455,000 | D | |

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)

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Option | \$ 4.4 | | | | | <u>(1)</u> | 12/01/2025 | Common Stock | 1 |
| Warrant | \$ 5 | | | | | 12/17/2015 | 11/17/2020 | Common Stock | 1 |
| Warrant | \$ 5 | | | | | 03/18/2016 | 03/18/2021 | Common Stock | 2 |
| Warrant | \$ 4.5 | 12/14/2016 | | S <u>(2)</u> | 444,444 | <u>(2)</u> | 11/18/2017 | Common Stock | 4 |
| Warrant | \$ 4.5 | 12/14/2016 | | P <u>(2)</u> | 444,444 | <u>(2)</u> | 12/31/2018 | Common Stock | 4 |
| Warrant | \$ 5 | 12/14/2016 | | S <u>(3)</u> | 400,000 | <u>(3)</u> | 03/18/2018 | Common Stock | 4 |
| Warrant | \$ 5 | 12/14/2016 | | P <u>(3)</u> | 400,000 | <u>(3)</u> | 12/31/2018 | Common Stock | 4 |
| Option | \$ 3.73 | | | | | <u>(4)</u> | 06/10/2026 | Common Stock | 3 |
| Warrant | \$ 4 | | | | | 06/30/2016 | 06/30/2021 | Common Stock | 4 |
| Warrant | \$ 4 | | | | | 09/26/2016 | 09/26/2021 | Common Stock | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Desmarais John M 230 PARK AVENUE NEW YORK, NY 10169 | X | X | | |

Signatures

/s/ Fred Skolnik, by power of attorney, for John M. Desmarais

12/15/2016

__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 5,000 shares on each of December 1, 2016, 2017 and 2018.

The reported transaction involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and

(2) the grant of a "replacement" warrant. The warrant was originally granted on March 18, 2016 with an expiration date of November 18, 2016 (subsequently extended to November 18, 2017). The warrant expiration date was extended to December 31, 2018.

The reported transaction involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and

(3) the grant of a "replacement" warrant. The warrant was originally granted on March 18, 2016 with an expiration date of March 18, 2017 (subsequently extended to March 18, 2018). The warrant expiration date was extended to December 31, 2018.

(4) The option vests to the extent of 11,667 shares on each of June 10, 2016 and June 10, 2017, and 11,666 shares on June 10, 2018.

(5) The warrant is held by a trust established by the Reporting Person for the benefit of his immediate family. The Reporting Person serves as a trustee of the trust.

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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