

BioRestorative Therapies, Inc.  
 Form 4  
 October 27, 2014

**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 \*  
 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)  
 555 HERITAGE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/23/2014

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

JUPITER, FL 33458  
 (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 (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 | 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) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title        | Amount Number of Shares |
|--------------|------------------------------|------------------|------------|--|------------------|-----------------|--------------|-------------------------|
| Stock Option | \$ 0.5                       |                  |            |  | 12/15/2010       | 12/14/2020      | Common Stock | 80,000                  |
| Stock Option | \$ 1                         |                  |            |  | (1)              | 04/20/2021      | Common Stock | 6,000                   |
| Stock Option | \$ 1.05                      |                  |            |  | (2)              | 02/09/2022      | Common Stock | 30,000                  |
| Stock Option | \$ 1.5                       |                  |            |  | (3)              | 12/07/2022      | Common Stock | 50,000                  |
| Stock Option | \$ 0.6                       |                  |            |  | (4)              | 10/04/2023      | Common Stock | 80,000                  |
| Stock Option | \$ 0.65                      |                  |            |  | (5)              | 02/18/2024      | Common Stock | 125,000                 |
| Stock Option | \$ 0.33                      | 10/23/2014       | A          | 200,000  | (6)              | 10/23/2024      | Common Stock | 200,000                 |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Clyde Mandy D.<br>555 HERITAGE DRIVE<br>JUPITER, FL 33458 |               |           | VP of Operations |       |

## Signatures

/s/ Mandy D.  
Clyde 10/27/2014

\*\*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 2,000 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.
- (2) The option is exercisable to the extent of 15,000 shares on each of February 10, 2012 and February 10, 2013.
- (3) The option is exercisable to the extent of 25,000 shares on each of December 7, 2012 and December 7, 2013.
- (4) The option is exercisable to the extent of 40,000 shares on each of October 4, 2013 and October 4, 2014.
- (5) The option is exercisable to the extent of 41,667 shares on February 18, 2014, and 41,666 shares on each of February 18, 2015 and February 18, 2016.

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(6) The option is exercisable to the extent of 66,667 shares on each of October 23, 2015 and 2016 and 66,666 shares on October 23, 2017.

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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