

BioRestorative Therapies, Inc.
 Form 4
 February 15, 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 *
 Radov A. Jeffrey

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)
 8 WALWORTH AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2017

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

SCARSDALE, NY 10583
 (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)
Common Stock				(A) or (D)	12,500	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	Am Num Sha	
Stock Option	\$ 21	02/14/2017		D		30,000	(1)	02/09/2022	Common Stock	30
Stock Option	\$ 4.7	02/14/2017		A		30,000	(1)	02/09/2022	Common Stock	30
Stock Option	\$ 30	02/14/2017		D		5,000	(2)	12/07/2022	Common Stock	5
Stock Option	\$ 4.7	02/14/2017		A		5,000	(2)	12/07/2022	Common Stock	5
Stock Option	\$ 12	02/14/2017		D		12,500	(3)	10/04/2023	Common Stock	12
Stock Option	\$ 4.7	02/14/2017		A		12,500	(3)	10/04/2023	Common Stock	12
Stock Option	\$ 13	02/14/2017		D		25,000	(4)	02/18/2024	Common Stock	25
Stock Option	\$ 4.7	02/14/2017		A		25,000	(4)	02/18/2024	Common Stock	25
Stock Option	\$ 6.6	02/14/2017		D		50,000	(5)	10/23/2024	Common Stock	50
Stock Option	\$ 4.7	02/14/2017		A		50,000	(5)	10/23/2024	Common Stock	50
Stock Option	\$ 7	02/14/2017		D		115,500	(6)	09/04/2025	Common Stock	115
Stock Option	\$ 4.7	02/14/2017		A		115,500	(6)	09/04/2025	Common Stock	115
Stock Option	\$ 3.73						(7)	06/10/2026	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Radov A. Jeffrey 8 WALWORTH AVENUE SCARSDALE, NY 10583		X		

Signatures

/s/ A. Jeffrey
Radov

02/14/2017

**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 is exercisable to the extent of 15,000 shares on each of February 10, 2012 and February 10, 2013.
- (2) The option is exercisable to the extent of 2,500 shares on each of December 7, 2012 and December 7, 2013.
- (3) The option is exercisable to the extent of 6,250 shares on each of October 4, 2013 and October 4, 2014.
- (4) The option is exercisable to the extent of 8,334 shares on February 18, 2014, and 8,333 shares on each of February 18, 2015 and February 18, 2016.
- (5) The option is exercisable to the extent of 16,667 shares on each of October 23, 2015 and October 23, 2016 and 16,666 shares on October 23, 2017.
- (6) The option is exercisable to the extent of 57,750 shares on December 22, 2015, and 19,250 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
- (7) The option is exercisable to the extent of 42,667 shares on each of June 10, 2016 and June 10, 2017, and 42,666 shares on June 10, 2018.
- (8) 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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