

Silva Francisco
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 *
Silva Francisco

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)
03/25/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Research and Development

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			
Common Stock					170	I	IRA
Common Stock					4,075	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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)
					V	(A)	(D)	Date Exercisable	
Stock Option	\$ 4.7	03/25/2019		D		4,000	<u>(1)</u>	04/04/2021	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	4,000		<u>(1)</u>	04/04/2021	Common Stock
Stock Option	\$ 4.7	03/25/2019		D		150	06/24/2011	06/23/2021	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	150		06/24/2011	06/23/2021	Common Stock
Stock Option	\$ 4.7	03/25/2019		D		1,000	11/16/2011	11/15/2021	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	1,000		11/16/2011	11/15/2021	Common Stock
Stock Option	\$ 4.7	03/25/2019		D		2,000	<u>(2)</u>	02/09/2022	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	2,000		<u>(2)</u>	02/09/2022	Common Stock
Stock Option	\$ 4.7	03/25/2019		D		5,500	<u>(3)</u>	05/02/2022	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	5,500		<u>(3)</u>	05/02/2022	Common Stock
Stock Option	\$ 4.7	03/25/2019		D		4,000	<u>(4)</u>	12/07/2022	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	4,000		<u>(4)</u>	12/07/2022	Common Stock
Stock Option	\$ 4.7	03/25/2019		D		5,000	<u>(5)</u>	10/04/2023	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	5,000		<u>(5)</u>	10/04/2023	Common Stock
Stock Option	\$ 4.7	03/25/2019		D		12,500	<u>(6)</u>	02/18/2024	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	12,500		<u>(6)</u>	02/18/2024	Common Stock

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Stock Option	\$ 4.7	03/25/2019		D	2,000	03/12/2014	03/11/2024	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	2,000	03/12/2014	03/11/2024	Common Stock
Stock Option	\$ 4.7	03/25/2019		D	2,000	04/14/2014	05/02/2022	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	2,000	04/14/2014	05/02/2022	Common Stock
Stock Option	\$ 4.7	03/25/2019		D	37,500	<u>(7)</u>	10/23/2024	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	37,500	<u>(7)</u>	10/23/2024	Common Stock
Stock Option	\$ 4.7	03/25/2019		D	25,000	<u>(8)</u>	09/04/2025	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	25,000	<u>(8)</u>	09/04/2025	Common Stock
Stock Option	\$ 3.73	03/25/2019		D	60,000	<u>(9)</u>	06/10/2026	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	60,000	<u>(9)</u>	06/10/2026	Common Stock
Stock Option	\$ 2.8	03/25/2019		D	80,000	<u>(10)</u>	07/12/2027	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	80,000	<u>(10)</u>	07/12/2027	Common Stock
Stock Option	\$ 1.23	03/25/2019		D	100,000	<u>(11)</u>	10/29/2028	Common Stock
Stock Option	\$ 0.75	03/25/2019		A	100,000	<u>(11)</u>	10/29/2028	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silva Francisco 40 MARCUS DRIVE MELVILLE, NY 11747			VP of Research and Development	

Signatures

/s/ Francisco
Silva

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 2,000 shares on each of April 5, 2011 and April 5, 2012.
- (2) The option is exercisable to the extent of 1,000 shares on each of February 10, 2012 and February 10, 2013.
The option is exercisable to the extent of 500 shares on each of May 3, 2013, May 3, 2014 and May 3, 2015, became exercisable to the extent of 1,000 shares based on the satisfaction of certain conditions and is exercisable to the extent of 3,000 shares subject to the satisfaction of certain conditions.
- (4) The option is exercisable to the extent of 2,000 shares on each of December 7, 2012 and December 7, 2013.
- (5) The option is exercisable to the extent of 2,500 shares on each of October 4, 2013 and October 4, 2014.
- (6) The option is exercisable to the extent of 4,167 shares on each of February 18, 2014 and February 18, 2015, and 4,166 shares on February 18, 2016.
- (7) The option is exercisable to the extent of 12,500 shares on each of October 23, 2015, October 23, 2016 and October 23, 2017.
- (8) 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.
- (9) The option is exercisable to the extent of 20,000 shares on each of June 10, 2017, June 10, 2018 and June 10, 2019.
- (10) The option is exercisable to the extent of 26,667 shares on each of July 12, 2018 and July 12, 2019, and 26,666 shares on July 12, 2020.
- (11) The option is exercisable to the extent of 33,334 shares on October 29, 2019, and 33,333 shares on each of October 29, 2020 and October 29, 2021.
- (12) 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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