

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 \*  
**Tonna Paul Jude**

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)  
**69 CHICHESTER ROAD**  
 (Street)

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

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

**HUNTINGTON, NY 11743**  
 (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)<br>or<br>(D)  | 6,000   | D <sup>(1)</sup>   |                                   |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date       | Title   |                            |
| Option                                     | \$ 5.7   | 02/14/2017                           |  | D                              |   | 15,000   | (2) 06/27/2024        | Common Stock  | 15,000                     |
| Option                                     | \$ 4.7   | 02/14/2017                           |  | A                              |   | 15,000   | (2) 06/27/2024        | Common Stock  | 15,000                     |
| Warrant                                    | \$ 15  |                                      |  |                                |   |  | 08/01/2014 07/11/2019 | Common Stock  | 1,400                      |
| Warrant                                    | \$ 15  |                                      |  |                                |   |  | 08/01/2014 07/31/2019 | Common Stock  | 10,000                     |
| Option                                     | \$ 6.6   | 02/14/2017                           |  | D                              |   | 25,000   | (3) 10/23/2024        | Common Stock  | 25,000                     |
| Option                                     | \$ 4.7   | 02/14/2017                           |  | A                              |   | 25,000   | (3) 10/23/2024        | Common Stock  | 25,000                     |
| Option                                     | \$ 7   | 02/14/2017                           |  | D                              |   | 60,000   | (4) 09/04/2025        | Common Stock  | 60,000                     |
| Option                                     | \$ 4.7   | 02/14/2017                           |  | A                              |   | 60,000   | (4) 09/04/2025        | Common Stock  | 60,000                     |
| Option                                     | \$ 3.73  |                                      |  |                                |   |  | (5) 06/10/2026        | Common Stock  | 64,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Tonna Paul Jude<br>69 CHICHESTER ROAD<br>HUNTINGTON, NY 11743 | X             |           |         |       |

## Signatures

/s/ Paul Jude  
Tonna 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) Owned jointly with wife.
- (2) The option vests to the extent of 5,000 shares on each of June 27, 2014, June 27, 2015 and June 27, 2016.
- (3) The option is exercisable to the extent of 8,334 shares on October 23, 2015 and 8,333 shares on each of October 23, 2016 and October 23, 2017.
- (4) The option is exercisable to the extent of 30,000 shares on December 22, 2015 and 10,000 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
- (5) The option is exercisable to the extent of 21,334 shares on June 10, 2016, and 21,333 shares on each of June 10, 2017 and June 10, 2018.
- (6) 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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