

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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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)
 40 MARCUS DRIVE
 (Street)

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

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

MELVILLE, NY 11747

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

(City) (State) (Zip)

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 Indirect Beneficial 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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------|------------------------------------|------------------|------------|---|--------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | | | | |
| Stock Option | \$ 10 | 02/14/2017 | D | | 4,000 | 12/15/2010 | 12/14/2020 | Common Stock | 4,000 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 4,000 | 12/15/2010 | 12/14/2020 | Common Stock | 4,000 |
| Stock Option | \$ 20 | 02/14/2017 | D | | 300 | <u>(1)</u> | 04/20/2021 | Common Stock | 300 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 300 | <u>(1)</u> | 04/20/2021 | Common Stock | 300 |
| Stock Option | \$ 21 | 02/14/2017 | D | | 1,500 | <u>(2)</u> | 02/09/2022 | Common Stock | 1,500 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 1,500 | <u>(2)</u> | 02/09/2022 | Common Stock | 1,500 |
| Stock Option | \$ 30 | 02/14/2017 | D | | 2,500 | <u>(3)</u> | 12/07/2022 | Common Stock | 2,500 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 2,500 | <u>(3)</u> | 12/07/2022 | Common Stock | 2,500 |
| Stock Option | \$ 12 | 02/14/2017 | D | | 4,000 | <u>(4)</u> | 10/04/2023 | Common Stock | 4,000 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 4,000 | <u>(4)</u> | 10/04/2023 | Common Stock | 4,000 |
| Stock Option | \$ 13 | 02/14/2017 | D | | 6,250 | <u>(5)</u> | 02/18/2024 | Common Stock | 6,250 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 6,250 | <u>(5)</u> | 02/18/2024 | Common Stock | 6,250 |
| Stock Option | \$ 6.6 | 02/14/2017 | D | | 10,000 | <u>(6)</u> | 10/23/2024 | Common Stock | 10,000 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 10,000 | <u>(6)</u> | 10/23/2024 | Common Stock | 10,000 |
| Stock Option | \$ 7 | 02/14/2017 | D | | 25,500 | <u>(7)</u> | 09/04/2025 | Common Stock | 25,500 |
| Stock Option | \$ 4.7 | 02/14/2017 | A | | 25,500 | <u>(7)</u> | 09/04/2025 | Common Stock | 25,500 |
| Stock Option | \$ 3.73 | | | | | <u>(8)</u> | 06/10/2026 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clyde Mandy D. 40 MARCUS DRIVE MELVILLE, NY 11747 | | | VP of Operations | |

Signatures

/s/ Mandy D.
Clyde

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 100 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.
- (2) The option is exercisable to the extent of 750 shares on each of February 10, 2012 and February 10, 2013.
- (3) The option is exercisable to the extent of 1,250 shares on each of December 7, 2012 and December 7, 2013.
- (4) The option is exercisable to the extent of 2,000 shares on each of October 4, 2013 and October 4, 2014.
- (5) The option is exercisable to the extent of 2,084 shares on February 18, 2014, and 2,083 shares on each of February 18, 2015 and February 18, 2016.
- (6) The option is exercisable to the extent of 3,334 shares on October 23, 2015 and 3,333 shares on each of October 23, 2016 and October 23, 2017.
- (7) The option is exercisable to the extent of 8,500 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.
- (8) The option is exercisable to the extent of 13,334 shares on June 10, 2017 and 13,333 shares on each of June 10, 2018 and June 10, 2019.
- (9) 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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