

Ryan Charles S.
Form 4
March 25, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Ryan Charles S.

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)
1302 RIDGE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2019

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

LAUREL HOLLOW, NY 11791
(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					42,917	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	
Option	\$ 4.7	03/25/2019		D		15,000	(1)	04/06/2025	Common Stock
Option	\$ 0.75	03/25/2019		A		15,000	(1)	04/06/2025	Common Stock
Warrant	\$ 15						05/08/2015	05/08/2020	Common Stock
Warrant	\$ 4						12/07/2015	11/12/2020	Common Stock
Option	\$ 4.7	03/25/2019		D		20,000	(2)	09/04/2025	Common Stock
Option	\$ 0.75	03/25/2019		A		20,000	(2)	09/04/2025	Common Stock
Option	\$ 3.73	03/25/2019		D		46,000	(3)	06/10/2026	Common Stock
Option	\$ 0.75	03/25/2019		A		46,000	(3)	06/10/2026	Common Stock
Warrant	\$ 4						03/01/2017	03/01/2022	Common Stock
Stock Option	\$ 3.35	03/25/2019		D		100,000	(4)	06/23/2027	Common Stock
Stock Option	\$ 0.75	03/25/2019		A		100,000	(4)	06/23/2027	Common Stock
Stock Option	\$ 1.23	03/25/2019		D		75,000	(5)	10/29/2028	Common Stock
Stock Option	\$ 0.75	03/25/2019		A		75,000	(5)	10/29/2028	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Charles S. 1302 RIDGE ROAD LAUREL HOLLOW, NY 11791		X		

Signatures

/s/ Charles S.
Ryan

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 vests to the extent of 5,000 shares on each of April 6, 2016, April 6, 2017 and April 6, 2018.
 - (2) The option is exercisable to the extent of 10,000 shares on December 22, 2015, 3,334 shares on September 4, 2016, and 3,333 shares on each of September 4, 2017 and September 4, 2018.
 - (3) The option is exercisable to the extent of 15,334 shares on June 10, 2016 and 15,333 shares on each of June 10, 2017 and June 10, 2018.
 - (4) The option is exercisable to the extent of 33,334 shares on June 23, 2017, and 33,333 shares on each of June 23, 2018 and June 23, 2019.
 - (5) The option is exercisable to the extent of 25,000 shares on each of October 29, 2018, October 29, 2019 and October 29, 2020.
 - (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.