

BioRestorative Therapies, Inc.
 Form 4
 June 14, 2016

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 *
 Weinreb Mark

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)
 06/10/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Chairman of the Board

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)
Common Stock				(A) or (D)	85,000	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 10					12/15/2010	12/14/2020	Common Stock	4,000
Stock Option	\$ 21					<u>(1)</u>	02/09/2022	Common Stock	50,000
Stock Option	\$ 30					<u>(2)</u>	12/07/2022	Common Stock	20,000
Stock Option	\$ 12					<u>(3)</u>	10/04/2023	Common Stock	12,500
Stock Option	\$ 13					<u>(4)</u>	02/18/2024	Common Stock	50,000
Stock Option	\$ 6.6					<u>(5)</u>	10/23/2024	Common Stock	150,000
Stock Option	\$ 7					<u>(6)</u>	09/04/2025	Common Stock	208,000
Stock Option	\$ 3.73	06/10/2016		A	275,000	<u>(7)</u>	06/10/2026	Common Stock	275,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weinreb Mark 40 MARCUS DRIVE MELVILLE, NY 11747	X	X	CEO and Chairman of the Board	

Signatures

/s/ Mark Weinreb 06/14/2016

**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 16,667 shares on each of February 10, 2012 and February 10, 2013 and 16,666 shares on February 10, 2014.

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- (2) The option is exercisable to the extent of 10,000 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 16,667 shares on each of February 18, 2014 and February 18, 2015 and 16,666 shares on February 18, 2016.
- (5) The option is exercisable to the extent of 50,000 shares on each of October 23, 2015, October 23, 2016 and October 23, 2017.
- (6) The option is exercisable to the extent of 104,000 shares on December 22, 2015, 34,667 shares on each of September 4, 2016 and September 4, 2017, and 34,666 shares on September 4, 2018.
- (7) The option is exercisable to the extent of 91,667 shares on each of June 10, 2016 and June 10, 2017, and 91,666 shares on June 10, 2018.

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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