

BioRestorative Therapies, Inc.
 Form 4
 March 02, 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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

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

69 CHICHESTER ROAD

(Street)

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

HUNTINGTON, NY 11743

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2017		A		30,000	A	\$ 3 (1)
					36,000	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 or Number of Shares
Option	\$ 4.7					(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	100
Option	\$ 4.7					(4)		10/23/2024		Common Stock	25,000
Option	\$ 4.7					(5)		09/04/2025		Common Stock	60,000
Option	\$ 3.73					(6)		06/10/2026		Common Stock	64,000
Warrant	\$ 4	03/01/2017		A	30,000	03/01/2017		03/01/2022		Common Stock	30,000

Reporting Owners

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

Signatures

/s/ Paul Jude
Tonna

03/02/2017

**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) In exchange for accrued director fees.

(2) The option vests to the extent of 5,000 shares on each of June 27, 2014, June 27, 2015 and June 27, 2016.

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- (3) Owned jointly with wife.
- (4) 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.
- (5) 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.
- (6) 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.

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.