

CATELL ROBERT B

Form 4

March 27, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CATELL ROBERT B

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)
62 OSBORNE ROAD
(Street)

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

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

GARDEN CITY, NY 11530

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	80,866	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	8. Additional Information		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Stock Option	\$ 3.7	03/25/2019		D			15,000	<u>(1)</u>	02/19/2026	Common Stock	15,000
Stock Option	\$ 0.75	03/25/2019		A		15,000		<u>(1)</u>	02/19/2026	Common Stock	15,000
Warrant	\$ 5							03/01/2016	03/01/2021	Common Stock	3,000
Warrant	\$ 5							05/18/2016	05/18/2021	Common Stock	1,000
Stock Option	\$ 3.73	03/25/2019		D			29,000	<u>(2)</u>	06/10/2026	Common Stock	29,000
Stock Option	\$ 0.75	03/25/2019		A		29,000		<u>(2)</u>	06/10/2026	Common Stock	29,000
Warrant	\$ 4							08/05/2016	08/05/2021	Common Stock	1,000
Warrant	\$ 4							02/10/2017	02/10/2022	Common Stock	1,000
Warrant	\$ 4							03/01/2017	03/01/2022	Common Stock	1,000
Stock Option	\$ 3.35	03/25/2019		D			100,000	<u>(3)</u>	06/23/2027	Common Stock	100,000
Stock Option	\$ 0.75	03/25/2019		A		100,000		<u>(3)</u>	06/23/2027	Common Stock	100,000
Warrant	\$ 4							08/11/2017	08/11/2022	Common Stock	1,000
Stock Option	\$ 1.23	03/25/2019		D			75,000	<u>(4)</u>	10/29/2028	Common Stock	75,000
Stock Option	\$ 0.75	03/25/2019		A		75,000		<u>(4)</u>	10/29/2028	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CATELL ROBERT B 62 OSBORNE ROAD	X			

GARDEN CITY, NY 11530

Signatures

Robert B. Catell

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 February 19, 2017, 2018 and 2019.
- (2) The option vests to the extent of 9,667 shares on each of June 10, 2016 and June 10, 2017, and 9,666 shares on June 10, 2018.
- (3) 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.
- (4) The option is exercisable to the extent of 25,000 shares on each of October 29, 2018, October 29, 2019 and October 29, 2020.
- (5) 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.