

CATELL ROBERT B
Form 4
August 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)
08/11/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 75,866 | 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 |
| Stock Option | \$ 3.7 | | | | | | | (1) | 02/19/2026 | Common Stock | 15,000 |
| Warrant | \$ 5 | | | | | | | 03/01/2016 | 03/01/2021 | Common Stock | 37,500 |
| Warrant | \$ 5 | | | | | | | 05/18/2016 | 05/18/2021 | Common Stock | 12,500 |
| Stock Option | \$ 3.73 | | | | | | | (2) | 06/10/2026 | Common Stock | 29,000 |
| Warrant | \$ 4 | | | | | | | 08/05/2016 | 08/05/2021 | Common Stock | 8,000 |
| Warrant | \$ 4 | | | | | | | 02/10/2017 | 02/10/2022 | Common Stock | 10,866 |
| Warrant | \$ 4 | | | | | | | 03/01/2017 | 03/01/2022 | Common Stock | 15,000 |
| Stock Option | \$ 3.35 | | | | | | | (3) | 06/23/2027 | Common Stock | 100,000 |
| Warrant | \$ 4 | 08/11/2017 | | A | | 5,000 | | 08/11/2017 | 08/11/2022 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CATELL ROBERT B 62 OSBORNE ROAD GARDEN CITY, NY 11530 | | X | | |

Signatures

Robert B. Catell 08/11/2017

**Signature of Date
Reporting Person

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 Warrant was issued in consideration of an extension of the maturity date of a promissory note issued by the Issuer.

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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