

BioRestorative Therapies, Inc.
 Form 4
 February 20, 2014

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 *
 Silva Francisco

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)
 555 HERITAGE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Research and Development

JUPITER, FL 33458
 (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

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 0.5								(1)	04/04/2021	Common Stock	80,000
Stock Option	\$ 1.25								06/24/2011	06/23/2021	Common Stock	3,000
Stock Option	\$ 1								11/16/2011	11/15/2021	Common Stock	20,000
Stock Option	\$ 1.05								(2)	02/09/2022	Common Stock	40,000
Stock Option	\$ 1.4								(3)	05/02/2022	Common Stock	150,000
Stock Option	\$ 1.5								(4)	12/07/2022	Common Stock	80,000
Stock Option	\$ 0.6								(5)	10/04/2023	Common Stock	100,000
Stock Option	\$ 0.65	02/18/2014			A		250,000		(6)	02/18/2024	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silva Francisco 555 HERITAGE DRIVE JUPITER, FL 33458			VP of Research and Development	

Signatures

/s/ Francisco
Silva 02/20/2014

**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 40,000 shares on each of April 5, 2011 and April 5, 2012.
- (2) The option is exercisable to the extent of 20,000 shares on each of February 10, 2012 and February 10, 2013.
- (3) The option is exercisable to the extent of 10,000 shares on each of May 3, 2013, 2014 and 2015, is exercisable to the extent of 20,000 shares based on the satisfaction of certain conditions and is exercisable to the extent of 100,000 shares subject to the satisfaction of certain

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conditions.

- (4) The option is exercisable to the extent of 40,000 shares on each of December 7, 2012 and December 7, 2013.
- (5) The option is exercisable to the extent of 50,000 shares on each of October 4, 2013 and October 4, 2014.
- (6) The option is exercisable to the extent of 83,334 shares on February 18, 2014, and 83,333 shares on each of February 18, 2015 and February 18, 2016.

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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