

Ryan Charles S.  
Form 4  
October 31, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ryan Charles S.

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)

1302 RIDGE ROAD

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/29/2018

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

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

LAUREL HOLLOW, NY 11791

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code V                               | Amount (D) Price                                                           | 42,917                                                                                                             | 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                                                 |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(1)</u>                                                    | 04/06/2025      | Common Stock | 15,000                     |
| Warrant                                    | \$ 15                                                  |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/08/2015                                                    | 05/08/2020      | Common Stock | 2,500                      |
| Warrant                                    | \$ 4                                                   |                                      |                                                    |                                |                                                                                         |                                                          |     | 12/07/2015                                                    | 11/12/2020      | Common Stock | 6,250                      |
| Option                                     | \$ 4.7                                                 |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(2)</u>                                                    | 09/04/2025      | Common Stock | 20,000                     |
| Option                                     | \$ 3.73                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(3)</u>                                                    | 06/10/2026      | Common Stock | 46,000                     |
| Warrant                                    | \$ 4                                                   |                                      |                                                    |                                |                                                                                         |                                                          |     | 03/01/2017                                                    | 03/01/2022      | Common Stock | 26,667                     |
| Stock Option                               | \$ 3.35                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(4)</u>                                                    | 06/23/2027      | Common Stock | 100,000                    |
| Stock Option                               | \$ 1.23                                                | 10/29/2018                           |                                                    | A                              |                                                                                         | 75,000                                                   |     | <u>(5)</u>                                                    | 10/29/2028      | Common Stock | 75,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| Ryan Charles S.<br>1302 RIDGE ROAD<br>LAUREL HOLLOW, NY 11791 | X             |           |         |       |

## Signatures

/s/ Charles S.  
Ryan

10/30/2018

                     \*\*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 April 6, 2016, April 6, 2017 and April 6, 2018.

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- (2) The option is exercisable to the extent of 10,000 shares on December 22, 2015, 3,334 shares on September 4, 2016, and 3,333 shares on each of September 4, 2017 and September 4, 2018.
- (3) The option is exercisable to the extent of 15,334 shares on June 10, 2016 and 15,333 shares on each of June 10, 2017 and June 10, 2018.
- (4) 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.
- (5) The option is exercisable to the extent of 25,000 shares on each of October 29, 2018, October 29, 2019 and October 29, 2020.

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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