

Paccasassi Robert
 Form 4
 March 26, 2019

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 *
 Paccasassi Robert

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)
 40 MARCUS DRIVE, SUITE 1
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Quality and Compliance

MELVILLE, NY 11747
 (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 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 Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
Stock Option	\$ 4.7	03/25/2019	D			5,000	(1)	08/13/2025	Common Stock	5,000
Stock Option	\$ 0.75	03/25/2019	A		5,000		(1)	08/13/2025	Common Stock	5,000
Stock Option	\$ 3.73	03/25/2019	D			15,000	(2)	06/10/2026	Common Stock	15,000
Stock Option	\$ 0.75	03/25/2019	A		15,000		(2)	06/10/2026	Common Stock	15,000
Stock Option	\$ 2.8	03/25/2019	D			40,000	(3)	07/12/2027	Common Stock	40,000
Stock Option	\$ 0.75	03/25/2019	A		40,000		(3)	07/12/2027	Common Stock	40,000
Stock Option	\$ 1.23	03/25/2019	D			50,000	(4)	10/29/2028	Common Stock	50,000
Stock Option	\$ 0.75	03/25/2019	A		50,000		(4)	10/29/2028	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paccasassi Robert 40 MARCUS DRIVE SUITE 1 MELVILLE, NY 11747			VP, Quality and Compliance	

Signatures

/s/ Robert Paccasassi
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 is exercisable to the extent of 1,667 shares on each of August 13, 2016 and August 13, 2017, and 1,666 shares on August 13, 2018.
- (2) The option is exercisable to the extent of 5,000 shares on each of June 10, 2017, June 10, 2018 and June 10, 2019.

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- (3) The option is exercisable to the extent of 13,334 shares on July 12, 2018, and 13,333 shares on each of July 12, 2019 and July 12, 2020.
- (4) The option is exercisable to the extent of 16,667 shares on each of October 29, 2019 and October 29, 2020, and 16,666 shares on October 29, 2021.
- (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.

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