

BioRestorative Therapies, Inc.
 Form 4
 October 27, 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)
 10/23/2014

____ 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code V					
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	110,000	
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				(6)	02/18/2024	Common Stock	250,000	
Stock Option	\$ 0.53					03/12/2014	03/11/2024	Common Stock	40,000
Stock Option	\$ 1.4					04/14/2014	05/02/2022	Common Stock	40,000
Stock Option	\$ 0.33	10/23/2014		A	750,000	(7)	10/23/2024	Common Stock	750,000

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

10/27/2014

**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.

The option is exercisable to the extent of 10,000 shares on each of May 3, 2013, 2014 and 2015, became exercisable to the extent of
(3) 20,000 shares based on the satisfaction of certain conditions and is exercisable to the extent of 60,000 shares subject to the satisfaction of certain 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.

(7) The option is exercisable to the extent of 250,000 shares on each of October 23, 2015, 2016 and 2017.

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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