

BioRestorative Therapies, Inc.
 Form 4
 December 28, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Clyde Mandy D.

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/22/2015

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

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 Indirect Beneficial 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	\$ 10				12/15/2010	12/14/2020	Common Stock	4,000
Stock Option	\$ 20				<u>(1)</u>	04/20/2021	Common Stock	300
Stock Option	\$ 21				<u>(2)</u>	02/09/2022	Common Stock	1,500
Stock Option	\$ 30				<u>(3)</u>	12/07/2022	Common Stock	2,500
Stock Option	\$ 12				<u>(4)</u>	10/04/2023	Common Stock	4,000
Stock Option	\$ 13				<u>(5)</u>	02/18/2024	Common Stock	6,250
Stock Option	\$ 6.6				<u>(6)</u>	10/23/2024	Common Stock	10,000
Stock Option	\$ 7	12/22/2015 ⁽⁷⁾	A	25,500	<u>(8)</u>	09/04/2025	Common Stock	25,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clyde Mandy D. 40 MARCUS DRIVE MELVILLE, NY 11747			VP of Operations	

Signatures

/s/ Mandy D.
Clyde

12/22/2015

__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 100 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.

(2) The option is exercisable to the extent of 750 shares on each of February 10, 2012 and February 10, 2013.

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- (3) The option is exercisable to the extent of 1,250 shares on each of December 7, 2012 and December 7, 2013.
- (4) The option is exercisable to the extent of 2,000 shares on each of October 4, 2013 and October 4, 2014.
- (5) The option is exercisable to the extent of 2,084 shares on February 18, 2014, and 2,083 shares on each of February 18, 2015 and February 18, 2016.
- (6) The option is exercisable to the extent of 3,334 shares on October 23, 2015 and 3,333 shares on each of October 23, 2016 and October 23, 2017.

On December 22, 2015, the stockholders of the Issuer approved amendments to the Issuer's 2010 Equity Participation Plan (the "Plan") to

- (7) increase the number of shares authorized to be issued pursuant to the Plan to 2,250,000. The Reporting Person had been granted the option on September 4, 2015, subject to stockholder approval of such amendments.

- (8) The option is exercisable to the extent of 8,500 shares on each of September 4, 2016, September 4, 2017 and September 4, 2018.

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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