

BioRestorative Therapies, Inc.
Form 4
December 23, 2015

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)
12/22/2015

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

LAUREL HOLLOW, NY 11791

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	16,250	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	\$ 8							<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	\$ 7	12/22/2015 <u>(2)</u>		A		20,000		<u>(3)</u>	09/04/2025	Common Stock	20,000

Reporting Owners

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

Signatures

/s/ Charles S.
Ryan

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 vests to the extent of 5,000 shares on each of April 6, 2016, April 6, 2017 and April 6, 2018.

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

(3) 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.

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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