

BioRestorative Therapies, Inc.

Form 4

October 27, 2014

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 *
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)
555 HERITAGE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2014

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

JUPITER, FL 33458

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
			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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares	
Stock Option	\$ 0.5						12/15/2010	12/14/2020	Common Stock	80,000	
Stock Option	\$ 1						<u>(1)</u>	04/20/2021	Common Stock	6,000	
Stock Option	\$ 1.05						<u>(2)</u>	02/09/2022	Common Stock	30,000	
Stock Option	\$ 1.5						<u>(3)</u>	12/07/2022	Common Stock	50,000	
Stock Option	\$ 0.6						<u>(4)</u>	10/04/2023	Common Stock	80,000	
Stock Option	\$ 0.65						<u>(5)</u>	02/18/2024	Common Stock	125,000	
Stock Option	\$ 0.33	10/23/2014	A		200,000		<u>(6)</u>	10/23/2024	Common Stock	200,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clyde Mandy D. 555 HERITAGE DRIVE JUPITER, FL 33458			VP of Operations	

Signatures

/s/ Mandy D.
Clyde

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 2,000 shares on each of April 21, 2011, April 21, 2012 and April 21, 2013.
- (2) The option is exercisable to the extent of 15,000 shares on each of February 10, 2012 and February 10, 2013.
- (3) The option is exercisable to the extent of 25,000 shares on each of December 7, 2012 and December 7, 2013.
- (4) The option is exercisable to the extent of 40,000 shares on each of October 4, 2013 and October 4, 2014.
- (5) The option is exercisable to the extent of 41,667 shares on February 18, 2014, and 41,666 shares on each of February 18, 2015 and February 18, 2016.

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(6) The option is exercisable to the extent of 66,667 shares on each of October 23, 2015 and 2016 and 66,666 shares on October 23, 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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