

BioRestorative Therapies, Inc.  
 Form 4  
 January 29, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Westbury Trust

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)  
 11 VICTORIA STREET, P.O. BOX  
 HM 1065  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/30/2013

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

HAMILTON, D0 HMEX

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |                  |
| Common Stock                    | 08/13/2014                           |  | P                              |   | 550,000<br>(1)  | A  | Ⓛ 2,665,000                       | I | See footnote (3) |
| Common Stock                    | 12/31/2014                           |  | P                              |   | 450,000<br>(2)  | A  | Ⓛ 3,115,000                       | I | See footnote (3) |

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

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SEC 1474  
 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 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 of Number of Shares |
| Common Stock Warrants (right to buy)       | \$ 0.75  | 12/30/2013                           |  | J <sup>(4)</sup>               | 800,000   | <sup>(5)</sup>   | 12/31/2015  | Common Stock | 800,000                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Westbury Trust<br>11 VICTORIA STREET, P.O. BOX HM 1065<br>HAMILTON, D0 HMEX       |               | X         |         |       |
| WESTBURY BERMUDA LTD<br>11 VICTORIA STREET, P.O. BOX HM 1065<br>HAMILTON, D0 HMEX |               | X         |         |       |

## Signatures

WESTBURY TRUST, /s/ Jim Watt, Name: Jim Watt, Title: Trustee  
01/29/2015  
\*\*Signature of Reporting Person Date

WESTBURY (BERMUDA) LTD., /s/ Jim Watt, Name: Jim Watt, Title: President  
01/29/2015  
\*\*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) On August 13, 2014, Westbury (Bermuda) Ltd. ("Westbury") agreed to extend the maturity date of certain notes issued by one of the wholly-owned subsidiaries of BioRestorative Therapies, Inc. (the "Issuer") in the aggregate principal amount of \$4,000,000 (the "Notes") from July 31, 2014 to December 31, 2014. In consideration of the extension of maturity, the Issuer issued to Westbury 550,000 shares of the Issuer's common stock.
- (2)

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On December 31, 2014, Westbury agreed to extend the maturity date of the Notes from December 31, 2014 to June 30, 2015. In consideration of the extension of maturity, the Issuer issued to Westbury 450,000 shares of the Issuer's common stock.

- (3) These securities are directly owned by Westbury, which is 100% owned by Westbury Trust. Westbury Trust is an indirect beneficial owner of the reported securities.
- (4) The warrants were acquired in connection with the amendment to the exercise price of other warrants, which resulted in the deemed cancellation and replacement of such other warrants as was previously reported on a Form 4 filed with the SEC on January 2, 2014.
- (5) The warrants were exercisable immediately upon issuance.

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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