

BioRestorative Therapies, Inc.
 Form 4
 December 09, 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)

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

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

11 VICTORIA STREET, P.O. BOX
 HM 1065

12/07/2015

(Street)

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

HAMILTON, D0 HMEX

(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)		
				(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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Common Stock Warrants (right to buy)	\$ 15	12/07/2015	J	186,682 (1)		(3)	05/21/2020	Common Stock	18
Common Stock Warrants (right to buy)	\$ 4	12/07/2015	J	186,682 (1)		(3)	05/21/2020	Common Stock	18
Common Stock Warrants (right to buy)	\$ 15	12/07/2015	J	40,000 (1)		(3)	12/31/2017	Common Stock	4
Common Stock Warrants (right to buy)	\$ 4	12/07/2015	J	40,000 (1)		(3)	12/31/2017	Common Stock	4
Common Stock Warrants (right to buy)	\$ 15	12/07/2015	J	12,500 (1)		(3)	02/20/2020	Common Stock	1
Common Stock Warrants (right to buy)	\$ 4	12/07/2015	J	12,500 (1)		(3)	02/20/2020	Common Stock	1

Reporting Owners

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

11 VICTORIA STREET, P.O. BOX HM 1065
HAMILTON, D0 HMEX

Signatures

WESTBURY TRUST, Name: /s/ Jim Watt, Title: Trustee 12/09/2015

__Signature of Reporting Person

Date

WESTBURY (BERMUDA) LTD., Name: /s/ Jim Watt, Title: President 12/09/2015

__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).

On December 7, 2015, an affiliate of Westbury (Bermuda) Ltd. ("Westbury") agreed to extend the maturity of a promissory note issued by BioRestorative Therapies, Inc. (the "Issuer") to the affiliate of Westbury, and in consideration for such extension of maturity, the

- (1) Issuer agreed to reduce the exercise prices of warrants to purchase an aggregate of 239,182 shares of the Issuer's common stock held by Westbury to \$4 from \$15. The number of shares of common stock of the Issuer underlying each of the warrants reported herein reflects the Issuer's 1-for-20 reverse stock split that became effective on July 7, 2015.
- (2) 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.
- (3) 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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