

BioRestorative Therapies, Inc.
 Form 4
 January 29, 2015

FORM 4

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

OMB APPROVAL

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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 (1)	A	① 2,665,000	I	See footnote (3)
Common Stock	12/31/2014		P		450,000 (2)	A	② 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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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 ⁽⁴⁾	800,000	⁽⁵⁾	12/31/2015	Common Stock	800,000

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 11 VICTORIA STREET, P.O. BOX HM 1065 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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