

BioRestorative Therapies, Inc.
 Form 4
 May 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)

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

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

11 VICTORIA STREET, P.O. BOX
 HM 1065

05/27/2015

(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
 X 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 Indirect Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Price		
Common Stock	05/27/2015		P	14,934,578	A (1) 19,049,578	I	See footnote (2)

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)

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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 Underlying Security (Instr. 3 and 4)
Common Stock Warrants (right to buy)	\$ 0.75	05/27/2015		P	3,733,645	(3) 05/21/2020	Common Stock
Common Stock Warrants (right to buy)	\$ 0.75	05/27/2015		J	800,000	(3) 12/31/2015	Common Stock
Common Stock Warrants (right to buy)	\$ 0.75	05/27/2015		J	800,000	(3) 12/31/2017	Common Stock

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, Name: /s/ Jim Watt, Title: Trustee 05/29/2015
 **Signature of Reporting Person Date

WESTBURY (BERMUDA) LTD., Name: /s/ Jim Watt, Title: President 05/29/2015
 **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)

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On May 27, 2015, Westbury (Bermuda) Ltd. ("Westbury") agreed to exchange (the "Exchange") certain notes issued by one of the wholly-owned subsidiaries of BioRestorative Therapies, Inc. (the "Issuer") and certain interest due on such notes for shares of common stock of the Issuer and warrants to purchase shares of common stock of the Issuer. Pursuant to the Exchange, Westbury received 14,934,578 shares of Issuer common stock and warrants to purchase 3,733,645 shares of Issuer common stock exercisable at \$.75 per share in exchange for notes with an outstanding principal amount of \$4,410,937.50 and interest due on such notes of \$69,436. In addition, pursuant to the Exchange, the expiration date of warrants to purchase 800,000 shares of Issuer common stock held by Westbury was extended from December 31, 2015 to December 31, 2017.

- (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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