

BioRestorative Therapies, Inc.
Form SC 13D
November 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No.)*

Under the Securities Exchange Act of 1934

BioRestorative Therapies, INC.
(Name of Issuer)
Common Stock, par value \$0.001 per share
(Title of Class of Securities)
090655101
(CUSIP Number)

with a copy to:

John M. Desmarais	Christopher Henry
230 Park Avenue	Lowenstein Sandler LLP
New York, New York 10169	1251 Avenue of the Americas, 17th Floor
(212) 351-3420	New York, New York 10020
	(212) 419-5840

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 18, 2015
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box ☐.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 090655101

Names of Reporting Persons. I.R.S.

1. Identification Nos. of Above Persons
(entities only):

John M.

Desmarais

Check the

Appropriate

2. Box if a (a) _____

Member of a

Group

(b) _____

3. SEC Use Only

Source of Funds (See

4. Instructions): PF

Check if Disclosure of Legal

5. Proceedings is Required Pursuant to

Items 2(d) or 2(e):

Not

Applicable

6. Citizenship or Place of

Organization: United States

Number of 7. Sole
Voting 250,000*
Power:

Shares 8. Shared
Beneficially Voting 0
Power:

Owned by

Each 9. Sole
Reporting Dispositive 250,000*
Power:

Person With 10. Shared
Dispositive 0
Power:

Aggregate Amount

11. Beneficially Owned by 250,000*

Each Reporting Person:

12. Check if the Aggregate Amount in

Row (11) Excludes Certain Shares

(See Instructions): Not

Applicable

Percent of Class

13. Represented by Amount 7.7%*

in Row (11):

14. IN

Type of Reporting
Person (See
Instructions):

* Based upon the information contained in BioRestorative Therapies, Inc.'s (the "Issuer") Form 10-Q for the quarter ended September 30, 2015 filed with the Securities and Exchange Commission (the "SEC") on November 23, 2015, there were 3,133,329 shares of the Issuer's common stock, par value \$0.001 per share (the "Shares"), issued and outstanding as of November 19, 2015.

This Schedule 13D reflects the aggregate number of Shares beneficially owned by John M. Desmarais (the "Reporting Person") and includes (i) 125,000 Shares owned directly by the Reporting Person and (ii) 125,000 Shares underlying a five-year warrant held by the Reporting Person with an exercise price of \$5.00 per share (the "Warrant"). As a result of the foregoing, as of the filing date of this Schedule 13D, the Reporting Person may be deemed to beneficially own 250,000 Shares, or 7.7% of the Shares issued and outstanding as of November 19, 2015. Percent of class assumes the exercise of all of the 125,000 Shares underlying the Warrants held by the Reporting Person.

Item 1. Security and Issuer.

The class of securities to which this Schedule 13D relates is: (a) common stock, par value \$0.001 per share, (the “Shares”) of BioRestorative Therapies, Inc. (the “Issuer”) and (b) Shares underlying a five-year warrant held by the Reporting Person with an exercise price of \$5.00 per Share (the “Warrant” and together with the Shares, the “Securities”). The Issuer’s principal executive offices are located at 40 Marcus Drive, Suite One, Melville, New York 11747. The Issuer’s Shares are quoted on the OTCQB market under the symbol “BRTX”.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed by John M. Desmarais (the “Reporting Person”), an individual.

The Reporting Person directly possesses the sole power to vote and the sole power to direct the disposition of all Securities of the Issuer held by him.

(b) The Reporting Person’s principal office is: Desmarais LLP, 230 Park Avenue, New York, New York 10169.

(c) The Reporting Person’s principal occupation is: attorney and founding partner of Desmarais LLP, a law firm specializing in Intellectual Property Law.

(d) – (e) During the last five years, the Reporting Person, has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of the United States. Desmarais LLP is a New York limited liability partnership.

Item 3. Source and Amount of Funds or Other Consideration.

On November 18, 2015, the Issuer entered into a subscription agreement (the “Subscription Agreement”) with the Reporting Person, for the sale of units consisting of (i) 125,000 Shares and (ii) Warrants exercisable for up to 125,000 Shares (the “Transaction”). The Securities purchased by the Reporting Person were purchased with the funds from the Reporting Person’s personal bank account. The aggregate amount of funds used in making the purchases reported on this Schedule 13D was \$500,000. Additionally, under the terms of the Subscription Agreement, not later than December 18, 2015, the Issuer will appoint the Reporting Person as member of its board of directors (the “Board of Directors”).

Item 4. Purpose of Transaction.

All of the Securities beneficially owned by the Reporting Person are held for investment purposes. Additionally, under the terms of the Subscription Agreement, the Issuer will appoint the Reporting Person as member of its Board of Directors no later than December 18, 2015.

The Reporting Person does not have any present plan or proposal which relates to or would result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D, except as set forth herein or as set forth in the public reports filed by the Issuer with the SEC.

The Reporting Person intends to review his investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Person may in the future take such actions with respect to investment in the Issuer as he deems appropriate including, without limitation, making proposals to the Issuer concerning changes to the capitalization, ownership structure or operations of the Issuer, purchasing additional Shares, selling some or all of the Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares changing his intention with respect to any and all matters referred to in Item 4 of Schedule 13D, in all cases subject to applicable laws, rules and regulations.

In addition, as noted above, once Reporting Person is appointed to the Board of Directors, he may receive options or other awards of equity-based compensation pursuant to the Issuer's compensation arrangements for non-employee directors.

Item 5. Interest in Securities of the Issuer.

(a) Based upon the information contained in the Issuer's Form 10-Q for the quarter ended September 30, 2015 filed with the SEC on November 23, 2015, there were 3,133,329 Shares outstanding as of November 19, 2015.

(b) This Schedule 13D reflects the aggregate number of Shares beneficially owned by the Reporting Person and includes (i) 125,000 Shares owned directly by the Reporting Person and (ii) Warrants exercisable for up to 125,000 Shares held by the Reporting Person. As a result of the foregoing, as of the filing date of this Schedule 13D, the Reporting Person may be deemed to beneficially own 250,000 Shares, or 7.7% of the Shares issued and outstanding as

of November 19, 2015. Percent of class assumes the exercise of all of the 125,000 Shares underlying the Warrants held by the Reporting Person.

(c) Except as reported in Item 3 above, during the sixty (60) day period on or prior to the date hereof, the Reporting Person has not affected any transaction in the Shares, or securities convertible into, exercisable for or exchangeable for the Shares, by Reporting Person or any person or entity controlled by him, or any person or entity for which he possesses voting or investment control over the securities thereof.

(d) Not Applicable.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Pursuant to the terms of the Subscription Agreement, the Issuer will appoint Reporting Person as member of its Board of Directors not later than December 18, 2015.

In connection with the Subscription Agreement, the Issuer issued to Reporting Person 125,000 Shares and Warrants, exercisable for five years to purchase up to 125,000 Shares at an exercise price of \$5.00 per Share. The Subscription Agreement and Warrant are included as exhibits to this Schedule 13D and are incorporated by reference hereto.

Except as otherwise set forth in this Schedule 13D, there are no contracts, arrangements, understandings or similar relationships existing with respect to the securities of the Issuer between Reporting Person and the Issuer.

Item 7. Material to be filed as exhibits.

Exhibit 7.1 Subscription Agreement, dated as of November 17, 2015, and effective as of November 18, 2015, by and between the Issuer and John M. Desmarais, without exhibits.

Exhibit 7.2 Warrant dated as of November 17, 2015, and effective as of November 18, 2015.

This statement on Schedule 13D speaks as of its date, and no inference should be drawn that no change has occurred in the facts set forth herein after the date hereof.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

November 30, 2015

By: /s/ John M. Desmarais
John M. Desmarais

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).