

BRAINSTORM CELL THERAPEUTICS INC.

Form 8-K/A

August 27, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**Amendment No. 1**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 1, 2012

**Brainstorm Cell Therapeutics Inc.**

*(Exact name of registrant as specified in its charter)*

Delaware

(State or other jurisdiction of incorporation)

000-54365

(Commission File No.)

20-8133057

(IRS Employer Identification No.)

**605 Third Avenue, 34<sup>th</sup> Floor**

New York, NY

10158

(Address of principal executive offices) (Zip Code)

**(646) 666-3188**

*(Registrant's telephone number, including area code)*

N/A

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note**

This Amendment No. 1 to Current Report on Form 8-K/A hereby amends the Current Report on Form 8-K of BrainStorm Cell Therapeutics Inc. (the “Company”) originally filed with the Securities and Exchange Commission on August 7, 2012 disclosing changes to the Company’s compensation of its Chief Executive Officer and Chief Financial Officer (the “Original Report”). The Company is filing this amendment to the Original Report to correct the vesting terms of the option grants disclosed in the Original Report. The correct vesting schedule is as follows: such options shall vest in twelve (12) consecutive, equal monthly installments commencing on September 1, 2012 until fully vested on August 1, 2013.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

The Explanatory Note above is incorporated herein by reference.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

August 24, 2012 Brainstorm Cell  
Therapeutics Inc.

By: /s/ Liat Sossover  
Liat Sossover  
Chief Financial Officer