

BRAINSTORM CELL THERAPEUTICS INC.  
 Form 4  
 April 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Israeli Avi

2. Issuer Name and Ticker or Trading Symbol  
 BRAINSTORM CELL  
 THERAPEUTICS INC. [BCLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/13/2014

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

C/O BRAINSTORM CELL  
 THERAPEUTICS INC., 605  
 THIRD AVENUE, 34TH FLOOR

(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

NEW YORK, NY 10158

(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)	Price		
				Code	V	Amount	

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option (right to buy)	<u>(1)</u>	04/13/2014		A	166,666	04/30/2014 <sup>(2)</sup>	04/13/2024	Common Stock	166,666
Stock Option (right to buy)	<u>(1)</u>	04/13/2014		A	133,334	04/30/2014 <sup>(3)</sup>	04/13/2024	Common Stock	133,334

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Israeli Avi C/O BRAINSTORM CELL THERAPEUTICS INC., 605 THIRD AVENUE, 34TH FLOOR NEW YORK, NY 10158	X			

## Signatures

/s/ Thomas B. Rosedale (pursuant to Power of Attorney) 04/13/2014

\_\_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) Exercise price is \$0.00005.  
Option vests and becomes exercisable in 12 consecutive, equal monthly installments at the end of each calendar month commencing on April 30, 2014 until fully vested and exercisable on March 31, 2015, unless the agreement dated April 13, 2010 by and among the reporting person, Hadasit Medical Research Services and Development Ltd. and Brainstorm Cell Therapeutics Inc. (the "Hadasit Agreement") is terminated prior to April 13, 2015, in which case no further shares underlying the option shall vest on or after the date of such termination.
- (3) Option vests and becomes exercisable in 12 consecutive, equal monthly installments at the end of each calendar month commencing on April 30, 2014 until fully vested and exercisable on March 31, 2015, unless the Hadasit Agreement is terminated prior to April 13, 2015 or the reporting person ceases to serve as Chairman of the Board of Directors of Brainstorm Cell Therapeutics Inc. prior to April 13, 2015, in which case no further shares underlying the option shall vest on or after the date of such termination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.