

PLURISTEM THERAPEUTICS INC  
Form S-8  
February 06, 2018

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As filed with the Securities and Exchange Commission on February 6, 2018

Registration No. 333-\_\_\_\_\_

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

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PLURISTEM THERAPEUTICS INC.  
(Exact name of registrant as specified in its charter)

Nevada 98-0351734  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

MATAM Advanced Technology Park, Building No. 5, Haifa, Israel 31905  
(Address of Principal Executive Offices) (Zip Code)

Pluristem Therapeutics Inc. 2016 Equity Compensation Plan  
Pluristem Therapeutics Inc. Amended and Restated 2005 Stock Option Plan  
(Full title of the plan)

Nevada Agency and Transfer Company  
50 West Liberty Street, Suite 880  
Reno, NV 89501  
(Name and address of agent for service)

(775) 322-0626  
(Telephone number, including area code, of agent for service)

Copy to:  
Howard E. Berkenblit  
Zysman, Aharoni, Gayer and Sullivan & Worcester LLP  
One Post Office Square  
Boston, Massachusetts 02110  
Telephone: (617) 338-2800  
Fax: (617) 338-2880

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company)    Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.00001 par value (3)	3,450,000	\$ 1.49	\$5,140,500	\$ 639.99
Common Stock, \$0.00001 par value (4)	1,900,000	\$ 1.49	\$2,831,000	\$ 352.46
Total	5,350,000		\$7,971,500	\$ 992.45

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, or the Securities Act, this registration statement shall be deemed to cover an indeterminate number of additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated in accordance with Rules 457(h)(1) and 457(c) promulgated under the Securities Act, solely for the purpose of calculating the registration fee, based on \$1.49 the average of the high and low sales prices of the Common Stock on the Nasdaq Capital Market on January 31, 2018.

(3) Represents shares of Common Stock issuable upon stock options or other awards to be granted pursuant to the Pluristem Therapeutics Inc. 2016 Equity Compensation Plan (the "2016 Plan").

(4) Represents shares of Common Stock issuable upon stock options or other awards to be granted pursuant to the Pluristem Therapeutics Inc. Amended and Restated 2005 Stock Option Plan (the "2005 Plan").

## EXPLANATORY NOTE

On October 20, 2009, Pluristem Therapeutics Inc. (the "Company") filed a Registration Statement on Form S-8 (File No. 333-162577) (the "Original Registration Statement") with the U.S. Securities and Exchange Commission (the "Commission") to register an aggregate of 4,697,328 shares of Common Stock of the Company that may be issued pursuant to the 2005 Plan.

On April 28, 2011, the Company filed another Registration Statement on Form S-8 (File No. 333-173777) (the "Second Registration Statement") with the Commission to register an additional 5,368,849 shares of Common Stock of the Company that may be issued pursuant to the 2005 Plan.

On June 5, 2014, the Company filed another Registration Statement on Form S-8 (File No. 333-196537) (the "Third Registration Statement") with the Commission to register an additional 900,000 shares of Common Stock of the Company that may be issued pursuant to the 2005 Plan.

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On September 9, 2015, the Company filed another Registration Statement on Form S-8 (File No. 333-206848) (the “Fourth Registration Statement”) with the Commission to register an additional 2,200,000 shares of Common Stock of the Company that may be issued pursuant to the 2005 Plan.

On May 8, 2017, the Company filed another Registration Statement on Form S-8 (File No. 333-217770) (the “Fifth Registration Statement”) with the Commission to register an additional 2,836,000 shares of Common Stock of the Company that may be issued pursuant to the 2005 Plan.

Pursuant to the 2005 Plan, the number of shares of Common Stock of the Company made available under the 2005 Plan shall be automatically increased to be equal to 16% of the number of shares of Common Stock issued and outstanding of the Company on a fully diluted basis immediately prior to the grant of securities.

On June 29, 2016, the Company filed a Registration Statement on Form S-8 (File No. 333-212299) (the “2016 Plan Registration Statement”) with the Commission to register an aggregate of 2,614,197 shares of Common Stock of the Company that may be issued pursuant to the 2016 Plan.

On May 8, 2017, the Company filed the Fifth Registration Statement with the Commission to register an aggregate of 2,527,000 shares of Common Stock of the Company that may be issued pursuant to the 2016 Plan.

Pursuant to the 2016 Plan, the number of shares of Common Stock of the Company made available under the 2016 Plan shall not exceed 2.75% of the number of shares of Common Stock of the Company issued and outstanding on a fully diluted basis on the immediately preceding December 31.

The Company is filing this Registration Statement on Form S-8 to register (i) an additional 1,900,000 shares of Common Stock of the Company, which may be issued in connection with securities awards which may hereafter be granted under the 2005 Plan and (ii) an additional 3,450,000 shares of Common Stock of the Company, which may be issued in connection with securities awards which may hereafter be granted under the 2016 Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement, the Second Registration Statement, the Third Registration Statement, the Fourth Registration Statement, the Fifth Registration Statement and the 2016 Plan Registration Statement (collectively, the “Prior Registration Statements”) are incorporated herein by reference, except for Item 3 and Item 8 of Part II of the Prior Registration Statements, which are being updated by this registration statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following additional documents, which have been filed by the Company with the Commission under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in and made a part of this registration statement, as of their respective dates:

(a) The Company’s Annual Report on Form 10-K for the year ended September 30, 2017, as filed with the Commission on September 7, 2017;

(b) The Company’s Quarterly Reports on Form 10-Q for the quarters ended September 30, 2017, and December 31, 2017, as filed with the Commission on November 7, 2017, and February 6, 2018, respectively;

(c) The Company's Current Reports on Form 8-K filed with the Commission on July 7, 2017, August 21, 2017, September 18, 2017, October 19, 2017, each report filed on October 30, 2017, and January 9, 2018; and

(d) The description of the Company's Common Stock contained in the Registration Statement on Form 8-A filed on December 10, 2007, under the Exchange Act, including any amendment or report filed or to be filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequently filed by the Company prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>4.1</u>	<u>Composite Copy of the Company's Articles of Incorporation, as amended on May 22, 2014 (incorporated by reference to Exhibit 4.1 of the Company's registration statement on Form S-8 filed with the Commission on June 5, 2014).</u>
<u>4.2</u>	<u>Amended and Restated By-laws of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on March 29, 2017).</u>
<u>5.1*</u>	<u>Opinion of Zysman, Aharoni, Gayer and Sullivan &amp; Worcester LLP.</u>
<u>23.1*</u>	<u>Consent of Zysman, Aharoni, Gayer and Sullivan &amp; Worcester LLP (contained in the opinion of Zysman, Aharoni, Gayer and Sullivan &amp; Worcester LLP filed herewith as Exhibit 5.1).</u>
<u>23.2*</u>	<u>Consent of Kost Forer Gabbay &amp; Kasierer, a member of Ernst &amp; Young Global.</u>
<u>24.1*</u>	<u>Powers of Attorney (included in the signature page to this registration statement).</u>
<u>99.1</u>	<u>The Company's 2016 Equity Compensation Plan (incorporated by reference from the Company's definitive proxy statement on Schedule 14A filed with the Commission on April 4, 2016).</u>
<u>99.2</u>	<u>The Company's Amended and Restated 2005 Stock Option Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on January 23, 2009).</u>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Haifa, Israel, on February 6, 2018.

PLURISTEM  
THERAPEUTICS INC.

By: /s/ Zami Aberman  
Zami Aberman  
Co-Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Pluristem Therapeutics Inc., hereby constitute and appoint Zami Aberman and Yaky Yanay, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Zami Aberman Zami Aberman	Co-Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 6, 2018
/s/ Yaky Yanay Yaky Yanay	Co-Chief Executive Officer, President and Director (Principal Executive Officer)	February 6, 2018
/s/ Erez Egozi Erez Egozi	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 6, 2018
/s/ Israel Ben-Yoram Israel Ben-Yoram	Director	February 6, 2018
/s/ Isaac Braun Isaac Braun	Director	February 6, 2018
/s/ Mark Germain Mark Germain	Director	February 6, 2018
/s/ Moria Kwait Moria Kwait	Director	February 6, 2018
/s/ Hava Meretzki	Director	February 6, 2018

Hava Meretzki

/s/ Nachum Rosman    Director  
Nachum Rosman

February 6, 2018

/s/ Doron Shorrer    Director  
Doron Shorrer

February 6, 2018

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