

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

FORM S-8

REGISTRATION STATEMENT

*UNDER
THE SECURITIES ACT OF 1933*

BRAINSTORM CELL THERAPEUTICS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-7273918
(I.R.S. Employer
Identification Number)

1325 Avenue of Americas, 28th Floor, New York, NY
(Address of Principal Executive Offices)

10019
(Zip Code)

2014 Stock Incentive Plan
2014 Global Share Option Plan
(Full Title of the Plan)

Chaim Lebovits
President and Chief Executive Officer
Brainstorm Cell Therapeutics Inc.
1325 Avenue of Americas, 28th Floor
New York, NY 10019
(Name and Address of Agent for Service)

(201) 488-0460
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Thomas B. Rosedale, Esq.
BRL Law Group LLC
425 Boylston Street, 3rd Floor
Boston, Massachusetts 02116
(617) 399-6931

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the 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
Non-accelerated filer

Accelerated filer
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (4)
Common Stock, \$0.00005 par value, reserved for issuance pursuant to the 2014 Stock Incentive Plan and the 2014 Global Share Option Plan (2)	1,800,000 shares	\$ 3.03(3)	\$5,454,000(3)	\$ 661.02

- (1) This Registration Statement covers 1,800,000 additional shares of Brainstorm Cell Therapeutics Inc. (“Registrant”) common stock, par value \$0.00005 per share, available for issuance pursuant to awards under the Registrant’s 2014 Stock Incentive Plan and 2014 Global Share Option Plan (together, the “Plans”). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable under the Plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- (2) The pool of shares available for issuance under the 2014 Stock Incentive Plan is the same pool of shares reserved and available for issuance under the 2014 Global Share Option Plan and, accordingly, shares issued pursuant to awards under either plan shall reduce the number of shares available for future issuance under each plan.
- (3) Estimated solely for the purpose of calculating the registration fee, and based on the average of the high and low prices of the Common Stock on December 17, 2018 as reported on the NASDAQ Capital Market in accordance with Rules 457(c) and 457(h) under the Securities Act.
- (4) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Plans. Registration Statements on Form S-8 (File No. 333-198391 and File No. 333-213714) have been filed by the Registrant with the Securities and Exchange Commission on, respectively, August 27, 2014 and September 20, 2016, for existing securities under the Plans.

REGISTRATION OF ADDITIONAL SECURITIES

PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement registers 1,800,000 additional shares of Brainstorm Cell Therapeutics Inc. (“Registrant”) common stock to be issued pursuant to Registrant’s 2014 Stock Incentive Plan and the 2014 Global Share Option Plan (the “Plans”). Accordingly, the contents of the previous Registration Statements on Form S-8 (File No. 333-198391 and File No. 333-213714) filed by the Registrant with the Securities and Exchange Commission (“SEC”) on, respectively, August 27, 2014 and September 20, 2016 (together, the “Previous Form S-8”), including periodic reports that Registrant filed after the Previous Form S-8 to maintain current information about Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The reports Registrant has most recently filed with the SEC are listed below:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the SEC on March 8, 2018.
- (b) Our Proxy Statement filed with the SEC on October 10, 2018 in connection with the annual meeting of stockholders held on November 29, 2018.
- (c) Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018 filed with the SEC on May 14, 2018.
- (d) Our Current Report on Form 8-K filed with the SEC on June 7, 2018.
- (e) Our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the SEC on July 23, 2018.
- (f) Our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the SEC on October 29, 2018.
- (g) Our Current Report on Form 8-K filed with the SEC on November 30, 2018.

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The validity of the securities has been passed upon by BRL Law Group LLC. Thomas B. Rosedale, the Managing Member of BRL Law Group LLC, is eligible to participate in the Registrant's 2014 Stock Incentive Plan and from time to time the Registrant may make awards under that Plan in exchange for BRL Law Group LLC's services to the Company. As of December 21, 2018, Mr. Rosedale beneficially owned 75,090 shares of the Registrant's Common Stock.

Item 8. Exhibits

EXHIBIT INDEX

Exhibit Number	Description	Filed (or Furnished) with this Form S-8	Incorporated by Reference Herein		
			Form	Exhibit & File No.	Date Filed
4.1	Agreement and Plan of Merger, dated as of November 28, 2006, by and between Brainstorm Cell Therapeutics Inc., a Washington corporation, and Brainstorm Cell Therapeutics Inc., a Delaware corporation.		Definitive Schedule 14A	Appendix A File No. 333-61610	November 20, 2006
4.2	Certificate of Incorporation of Brainstorm Cell Therapeutics Inc.		Definitive Schedule 14A	Appendix B File No. 333-61610	November 20, 2006
4.3	Certificate of Amendment of Certificate of Incorporation of Brainstorm Cell Therapeutics Inc. dated September 15, 2014.		Form 8-K	Exhibit 3.1 File No. 000-54365	September 16, 2014
4.4	Certificate of Amendment of Certificate of Incorporation of Brainstorm Cell Therapeutics Inc. dated August 31, 2015.		Form 8-K	Exhibit 3.1 File No. 001-366641	September 4, 2015
4.5	ByLaws of Brainstorm Cell Therapeutics Inc.		Definitive Schedule 14A	Appendix C File No. 333-61610	November 20, 2006
4.6	Amendment No. 1 to ByLaws of Brainstorm Cell Therapeutics Inc., dated as of March 21, 2007.		Form 8-K	Exhibit 3.1 File No. 333-61610	March 27, 2007
5.1	Opinion of BRL Law Group LLC.	†			
23.1	Consent of BRL Law Group LLC (included in Exhibit 5.1).	†			
23.2	Consent of Brightman Almagor & Co., a member of Deloitte Touche Tohmatsu.	†			
24.1	Power of Attorney (included in the signature pages of this Registration Statement).				
99.1	Brainstorm Cell Therapeutics Inc. 2014 Stock Incentive Plan.		Form 8-K	Exhibit 10.1 File No. 000-54365	August 15, 2014
99.2	Amendment No. 1 to the Brainstorm Cell Therapeutics Inc. 2014 Stock Incentive Plan.		Schedule 14A	Appendix A File No. 000-36641	May 11, 2016
99.3	Amendment No. 2 to the Brainstorm Cell Therapeutics Inc. 2014 Stock Incentive Plan.		Form 8-K	Exhibit 10.1 File No. 001-36641	November 30, 2018
99.4	Brainstorm Cell Therapeutics Inc. 2014 Global Share Option Plan.		Form 8-K	Exhibit 10.2 File No. 000-54365	August 15, 2014

<u>99.5</u>	<u>Amendment No. 1 to the Brainstorm Cell Therapeutics Inc. 2014 Global Share Option Plan.</u>	<u>Schedule 14A</u>	<u>Appendix B</u> <u>File No. 000-</u> <u>36641</u>	<u>May 11, 2016</u>
<u>99.6</u>	<u>Amendment No. 2 to the Brainstorm Cell Therapeutics Inc. 2014 Global Share Option Plan.</u>	<u>Form 8-K</u>	<u>Exhibit 10.2</u> <u>File No. 001-</u> <u>36641</u>	<u>November 30, 2018</u>
†	Filed herewith.			
††	Furnished herewith.			

BRL Law Group LLC
425 Boylston Street, 3rd Floor
Boston, Massachusetts 02116

December 21, 2018

Brainstorm Cell Therapeutics Inc.
1325 Avenue of Americas, 28th Floor
New York, NY 10019

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of 1,800,000 shares of common stock, \$0.00005 par value per share (the “**Shares**”), of Brainstorm Cell Therapeutics Inc., a Delaware corporation (the “**Company**”), issuable under the Company’s 2014 Stock Incentive Plan and the Company’s 2014 Global Share Option Plan (collectively, the “**Plans**”).

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and/or restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the Delaware Constitution, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ BRL Law Group LLC
BRL Law Group LLC

**CONSENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2014 Global Share Option Plan and the 2014 Stock Incentive Plan of Brainstorm Cell Therapeutics Inc. of our report dated March 8, 2018 relating to the financial statements of BRAINSTORM CELL THERAPEUTICS INC. (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the Registrant's ability to continue as a going concern) appearing in the Prospectus, which is part of this Registration Statement.

We also consent to the reference to us under the headings "Experts" in such Prospectus.

/s/ Brightman Almagor Zohar & Co.

Brightman Almagor Zohar & Co.

Member of Deloitte Touche Tohmatsu Limited

Tel Aviv, Israel

December 21, 2018
