
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 29, 2018

Brainstorm Cell Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36641

(Commission File No.)

20-7273918

(IRS Employer Identification No.)

**1325 Avenue of Americas, 28th Floor
New York, NY**

(Address of principal executive offices)

10019

(Zip Code)

(201) 488-0460

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

At the 2018 Annual Meeting of Stockholders of Brainstorm Cell Therapeutics Inc. (the “Company”), held on November 29, 2018, the Company’s stockholders approved amendments (the “Amendments”) to the Company’s 2014 Stock Incentive Plan and the Company’s 2014 Global Share Option Plan (together, the “Plans”) to increase the shared pool of shares available for issuance under the Company’s current equity plans by 1,800,000 additional shares (from 2,200,000 to 4,000,000 shares) of Company Common Stock. The Amendments were approved by the Company’s Board of Directors on October 3, 2018, subject to the approval of the Company’s stockholders, and became effective upon the November 29, 2018 stockholders’ approval.

A more complete description of the terms of the Plans and the Amendments can be found in the description of Proposal No. 4 (pages 11 through 22) in the Company’s [definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on October 10, 2018](#). The foregoing descriptions of the Amendments are qualified in their entirety by reference to the Amendments, copies of which are filed as Exhibit 10.1 and Exhibit 10.2 to this report and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2018 Annual Meeting of Stockholders of the Company was held on November 29, 2018 at 3 University Plaza Drive, Suite 320, Hackensack, NJ 07601. The following actions were taken at the Annual Meeting:

1. The six nominees (listed below) for election to the Company’s Board of Directors were elected to hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified or until their earlier resignation or removal, based upon the following votes:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Dr. Irit Arbel	4,311,645	495,446	N/A	N/A	9,511,051
Dr. June S. Almenoff	4,759,215	47,876	N/A	N/A	9,511,051
Dr. Anthony Polverino	4,756,365	50,726	N/A	N/A	9,511,051
Chen Schor	4,071,223	735,868	N/A	N/A	9,511,051
Malcolm Taub	4,298,657	508,434	N/A	N/A	9,511,051
Uri Yablonka	4,742,716	64,375	N/A	N/A	9,511,051

2. The proposal to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers was approved based upon the following votes:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
4,606,260	N/A	93,794	107,037	9,511,051

3. The proposal to approve on a non-binding advisory basis, the frequency of holding future stockholder votes regarding the compensation of the Company’s named executive officers was approved, based upon the following votes:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,009,336	566,849	3,154,004	76,902	N/A

Consistent with the recommendation of the Company’s Board of Directors to stockholders that future stockholder votes on executive compensation occur every three years, and in light of the Proposal 3 voting results, the Company has determined that it will hold an advisory vote on the compensation of named executive officers every three years.

4. The proposal to approve amendments to the Company's 2014 Stock Incentive Plan and the Company's 2014 Global Share Option Plan to increase the shared pool of shares available for issuance under the Company's current equity plans by 1,800,000 additional shares (from 2,200,000 to 4,000,000 shares) of Company Common Stock was approved, based upon the following votes:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
3,339,222	N/A	1,020,488	447,381	9,511,051

5. The proposal to ratify the appointment of Brightman Almagor Zohar & Co., a member of Deloitte Touche Tohmatsu Limited, as the Company's independent registered public accounting firm for the Company's current fiscal year was approved, based upon the following votes:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
13,867,184	N/A	201,935	249,023	N/A

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No. Description

[10.1](#) [Amendment No. 2 to 2014 Stock Incentive Plan](#)

[10.2](#) [Amendment No. 2 to 2014 Global Share Option Plan](#)

SIGNATURES

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.

BRAINSTORM CELL THERAPEUTICS INC.

Date: November 30, 2018

By: /s/ Chaim Lebovits
Chaim Lebovits
Chief Executive Officer and President

BRAINSTORM CELL THERAPEUTICS INC.

**AMENDMENT NO. 2
TO
2014 STOCK INCENTIVE PLAN**

The 2014 Stock Incentive Plan (the "Plan") of Brainstorm Cell Therapeutics Inc., a Delaware corporation (the "Company"), is hereby amended by this AMENDMENT NO. 2 as follows:

Section 4(a)(1) of the Plan is hereby deleted in its entirety and a new Section 4(a)(1) is inserted in lieu thereof which shall read as follows:

"(1). Authorized Number of Shares. Subject to adjustment under Section 7, Awards may be made under the Plan for up to 4,000,000 shares (which number reflects any stock split or reverse stock split prior to the date of its adoption, and which number shall be automatically adjusted after the date of its adoption in accordance with Section 7(a) below) of common stock, \$0.00005 par value per share, of the Company (the "Common Stock"), any or all of which Awards may be in the form of Incentive Stock Options (as defined in Section 5(b)). Shares issued under the Plan may consist in whole or in part of authorized but unissued shares or treasury shares."

Except as set forth above, the remainder of the Plan remains in full force and effect.

Adopted by the Board of Directors of the Company: October 3, 2018.

Adopted by the Stockholders of the Company: November 29, 2018.

BRAINSTORM CELL THERAPEUTICS INC.

**AMENDMENT NO. 2
TO
2014 GLOBAL SHARE OPTION PLAN**

The 2014 Global Share Option Plan (the “Plan”) of Brainstorm Cell Therapeutics Inc., a Delaware corporation (the “Company”), is hereby amended by this AMENDMENT NO. 2 as follows:

Section 5.1 of the Plan is hereby deleted in its entirety and a new Section 5.1 is inserted in lieu thereof which shall read as follows:

“5.1 The Company has reserved 4,000,000 (which number reflects any stock split or reverse stock split prior to the date of its adoption, and which number shall be automatically adjusted after the date of its adoption in accordance with Section 7 below) authorized but unissued Shares for the purposes of the Plan and for the purpose of the Company’s other share option plans when applicable, subject to adjustment as set forth in Section 7 below. The pool of shares available for issuance under the Plan is the same pool of shares reserved and available for issuance under the 2014 Stock Incentive Plan (the “U.S. Plan”). Accordingly, shares issued pursuant to awards under either the Plan or the U.S. Plan shall reduce the number of shares available for future issuance under each plan. The shares available for issuance under the U.S. Plan and the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company. Any Shares which remain unissued and which are not subject to outstanding Awards at the termination of the Plan shall cease to be reserved for the purpose of the Plan, but until termination of the Plan the Company shall at all times reserve a sufficient number of Shares to meet the requirements of the Plan. Should any Award for any reason expire or be canceled prior to its exercise or relinquishment in full, the Share or Shares subject to such Award may again be subjected to an Award under the Plan or under future plans.”

Except as set forth above, the remainder of the Plan remains in full force and effect.

Adopted by the Board of Directors of the Company: October 3, 2018.

Adopted by the Stockholders of the Company: November 29, 2018.
