

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

COMPUGEN LTD
Form SC 13D/A
July 20, 2009

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

SCHEDULE 13D
Rule 13d-101

Information to be Included in Statements Filed pursuant to Rule 13d-1(a)
and Amendments Thereto Filed Pursuant to Rule 13d-2(a)
(AMENDMENT NO. 5)*

COMPUGEN LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE

(Title of Class of Securities)

M25722105

(CUSIP Number)

CLAL INDUSTRIES AND INVESTMENTS LTD.
THE TRIANGULAR TOWER
45 (TH) FLOOR
3 AZRIELI CENTER
TEL AVIV 67023
ATTN: CORPORATE SECRETARY
TEL: 972-3-607-5794

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

JULY 5, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Clal Biotechnology Industries Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	1,311,050
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	1,311,050

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,311,050

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.60%

14 TYPE OF REPORTING PERSON*
CO

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Clal Industries and Investments Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		1,321,576
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		1,321,576

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,321,576

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.64%

14 TYPE OF REPORTING PERSON*
CO

Page 3 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

IDB Development Corporation Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		1,321,576
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		1,321,576

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,321,576

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.64%

14 TYPE OF REPORTING PERSON*
CO

Page 4 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

IDB Holding Corporation Ltd. (no U.S. I.D. number)

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF	8	SHARED VOTING POWER
SHARES		1,321,576
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY		0
EACH	10	SHARED DISPOSITIVE POWER
REPORTING		1,321,576
PERSON WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,321,576

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.64%

14 TYPE OF REPORTING PERSON*
CO

Page 5 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Nochi Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		1,321,576
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		1,321,576

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,321,576

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.64%

14 TYPE OF REPORTING PERSON*
IN

Page 6 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Shelly Bergman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
1,321,576

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,321,576

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,321,576

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.64%

14 TYPE OF REPORTING PERSON*
IN

Page 7 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Avraham Livnat

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
1,321,576

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,321,576

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,321,576

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.64%

14 TYPE OF REPORTING PERSON*
IN

Page 8 of 24 pages

SCHEDULE 13D

CUSIP NO. M25722105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Ruth Manor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7 SOLE VOTING POWER
0

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 1,321,576
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,321,576
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,321,576	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.64%	
14	TYPE OF REPORTING PERSON* IN	

Page 9 of 24 pages

This Amendment No. 5 amends and supplements the Statement on Schedule 13D (as amended from time to time, the "Statement") in respect of the Ordinary Shares, par value NIS 0.01 per share, ("Ordinary Shares"), of Compugen Ltd. (the "Issuer"), initially filed with the Securities and Exchange Commission ("SEC") by the Reporting Persons (as defined in the Statement) on July 7, 2003.

Unless otherwise defined in this Amendment No. 5, capitalized terms have the meanings given to them in the Statement.

The following amends and supplements Items 2, 5 and 7 of the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Statement is hereby amended and restated in its entirety as follows:

(a), (b) and (c): The Reporting Persons.

The following are the names of the reporting persons (the "REPORTING PERSONS"), the place of organization, principal business, and address of the principal business or office of each Reporting Person that is a corporation, and the residence or business address and present principal occupation of each Reporting Person who is a natural person:

(1) Clal Biotechnology Industries Ltd., ("CBI "), an Israeli public corporation, with its principal office at the Triangular Tower, 45th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. CBI is a holding company, the activities of which consist of establishment, acquisition and development of companies in the life science industry. The outstanding shares of CBI are listed for trading on the Tel Aviv Stock Exchange ("TASE"). CBI owns directly Ordinary Shares of the Issuer.

(2) Clal Industries and Investments Ltd. ("CLAL INDUSTRIES"), an Israeli public corporation, with its principal office at the Triangular Tower, 45th

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

floor, 3 Azrieli Center, Tel Aviv 67023, Israel. Clal Industries is a holding company whose principal holdings are in the industrial and technology sectors. The outstanding shares of Clal Industries are listed for trading on the TASE. CBI is a majority owned subsidiary of Clal Industries. Clal Industries owns directly Ordinary Shares of the Issuer. By reason of Clal Industries' control of CBI, Clal Industries may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares owned directly by CBI.

(3) IDB Development Corporation Ltd. ("IDB DEVELOPMENT"), an Israeli private corporation, with its principal office at the Triangular Tower, 44(TH) floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Development, through its subsidiaries, organizes, acquires interests in, finances and participates in the management of companies. Parts of the securities of IDB Development are listed on the TASE. IDB Development owns the majority of the outstanding shares of, and controls, Clal Industries. By reason of IDB Development's control of Clal Industries, IDB Development may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares beneficially owned by Clal Industries.

(4) IDB Holding Corporation Ltd., an Israeli public corporation ("IDB HOLDINGS" or "IDBH"), with its principal office at the Triangular Tower, 44th floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Holdings is a holding company that, through its wholly owned subsidiary, IDB Development, organizes, acquires interests in, finances and participates in the management of companies. The outstanding shares of IDB Holdings are listed for trading on the TASE. By reason of IDB Holdings' control of IDB Development, IDB Holdings may be deemed beneficial owner of, and to share the power to vote and dispose of, the Ordinary Shares owned beneficially by IDB Development.

Page 10 of 24 pages

Exhibit 1

(Information provided as of July 20, 2009 in response
to Items 2 through 6 of Schedule 13D)

Executive Officers and Directors of
Clal Biotechnology Industries Ltd.

Address is: Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel
(Citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATION -----
Avi Fischer 3 Azrieli Center, Triangular Tower, Tel Aviv, Israel	Chairman of the Board	Executive Vice President of Holding; Deputy Chairman of Development; Co-Chief Executive Officer of Clal Industries Investments Ltd.
Aahron Schwartz 5 Basel St. Petach Tikva, Israel	Director	Vice President of Teva Pharmaceuticals Ltd.
Gavriel Barabash 17 Beny Neviim st. Ramt Gan. Israel	Director	General Director of Souras Center, Tel Aviv
Tamar Manor Morel* 3 Azrieli Center, Triangular Tower,	Director	CTO Biotechnology of Clal Industries and Investments Ltd.

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Tel Aviv, Israel

Jonathan Kaplan
7 Jabotinsky st.
Ramt - Gan, Israel

Director

Controlling shareholder of
Kaplan consulting & Investm
Ltd.

Ehud Raanani
69 Hapards st.
Hod - Hasharon, Israel

External Director

Department Director of Card
Sheba Medical Center Tel Ha

Avraham Zigelman
8 Ori Caesary st.
Tel Aviv, Israel

External Director

Director of Companies

Ruben Krupik
14 A Abba Hill Silver st.
Ramt Gan, Israel

Chief Executive officer

Chief Executive officer of
Biotechnology Industries Lt
Venture Group Ltd.

Amos Bankirer
14 A Abba Hill Silver st.
Ramt Gan, Israel

Vice President

Partner of Arte Venture Gro

Gil Milner
14 A Abba Hill Silver st.
Ramt Gan, Israel

Vice President Financial
Manager and Comptroller.

Financial Manager and Compt
Clal Biotechnology Industri

Page 16 of 24 pages

NAME & ADDRESS

POSITION

CURRENT PRINCIPAL OCCUPATIO

Nitsa Einan
3 Azrieli Center,
Triangular Tower,
Tel Aviv, Israel

Vice President and
General Counsel.

General Counsel of Clal Ind
Investments Ltd. and Clal B
Industries Ltd.

Ofer Goldberg
14 A Abba Hill Silver st.
Ramt Gan, Israel

Vice President

Group Partner and Director
Venture Ltd.

Ofer Gonen
14 A Abba Hill Silver st.
Ramt Gan, Israel

Vice President

Partner and Director of Art
Group Ltd.

Joshua Hazenfrtz
52 Menahem Begin Road
Ramt Gan, Israel

Internal Auditor

Internal Auditor of Clal Bi
Industries Ltd.

*Mrs. Tamar Manor Morel is a citizen of Israel and France.

Page 17 of 24 pages

Exhibit 2
(Information provided as of July 20, 2009 in response
to Items 2 through 6 of Schedule 13D)
Executive Officers and Directors of

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Clal Industries and Investments Ltd.
 Address is: 3 Azrieli Center, Triangle Tower, Tel Aviv 67023, Israel
 (Citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Nochi Dankner 3 Azrieli Center, the Triangular Tower 44(TH) floor, Tel Aviv 67023, Israel	Chairman of the Board of Directors and Co-Chief Executive.	Chairman and Chief Executive of IDB Holding; Chairman of Development, DIC and Clal I and Investments Ltd.; Busin and Director of companies
Avi Fischer 3 Azrieli Center, the Triangular Tower 45(TH) floor, Tel Aviv 67023, Israel	Director	Executive Vice President of Holdings; Deputy Chairman Development; Co-Chief Execu Officer of Clal Industries Investments Ltd.
Refael Bisker 3 Azrieli Center, the Triangular Tower 44(TH) floor, Tel Aviv 67023, Israel	Director	Chairman of Property and Bu Corporation Ltd.; Co-Chairm Super-Sol Ltd.
Marc Schimmel* 54-56 Euston St., London NW1 U.K.	Director	Director of UKI Investments
Yecheskel Dovrat 1 Nachshon St., Ramat Hasharon, Israel.	Director	Economic consultant and dir of companies.
Eliahu Cohen 3 Azrieli Center, the Triangular Tower 44(TH) floor, Tel Aviv 67023, Israel	Director	Chief Executive Officer of Development.
Shay Livnat 31 HaLechi St., Bnei Brak 51200, Israel	Director	President of Zoe Holdings L
David Leviatan 18 Mendele St., Herzeliya, Israel	Director	Director of Companies.

Page 18 of 24 pages

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Isaac Manor** 26 Hagderot St., Savion, Israel	Director	Chairman of companies in th vehicle sector of the David Ltd. Group.
Dori Manor** 17 Kerem Hazitim St., Savion, Israel	Director	Chief Executive Officer of in the motor vehicle sector David Lubinski Ltd. group.
Adiel Rosenfeld,	Director	Representative in Israel of

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

42 Ha'Alon St.,
Timrat 36576, Israel

group.

Liora Polachek
46 He Beiyyar st.,
Tel Aviv, Israel

External Director

Independent Lawyer, Partner
Director at Sitan Polachek

Zeev Ben- Asher
20 Carmely st.,
Ramt- Gan, Israel

External Director

Managers Coacher and organ
consultant.

Zvi Livnat
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Co- Chief Executive

Executive Vice President of
Holding; Deputy Chairman of
Development; Co-Chief Execu
Officer of Clal Industries
Investments Ltd.

Boaz Simons,
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Senior Vice President

Vice President of Clal Indu
Investments Ltd.

Guy Rosen,
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Senior Vice President

Vice President of Clal Indu
Investments Ltd. Chairman o
Airlines and Truism Ltd

Gonen Bieber,***
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Vice President and
Financial Manager.

Financial Manager of Clal I
and Investments Ltd.

Nitsa Einan
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Vice President and General
Counsel.

General Counsel of Clal Ind
and Investments Ltd. and Cl
Biotechnology Industries Lt

Yehuda Ben Ezra
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Vice President and
Comptroller.

Comptroller of Clal Industr
Investments Ltd.

Page 19 of 24 pages

NAME & ADDRESS

POSITION

CURRENT PRINCIPAL OCCUPATIO

Tal Mund
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Vice President

Business Development of Cla
Industries and Investments

Ilan Amit,
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Internal Auditor

Internal Auditor of Clal In
and Investments Ltd.

* Mr. Mark Schimmel is a citizen of Great Britain.

** Mr. Isaac Manor and Mr. Dori Manor are citizens of Israel and France

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

*** Mr. Gonen Bieber is a citizen of Israel and the Republic of Germany.

Page 20 of 24 pages

Exhibit 3
(Information provided as of July 20, 2009 in response
to Items 2 through 6 of Schedule 13D)
Executive Officers and Directors of
IDB Development Corporation Ltd.

Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel
(Citizenship the same as country of residence unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors	Chairman and Chief Executive IDB Holding; Chairman of ID Development, DIC and Clal I and Investments Ltd.; Busin Director of companies.
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45(TH) floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45(TH) floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Bu Corporation Ltd.; Co-Chairm Shufersal Ltd.
Jacob Schimmel 7 High field Gardens, London NW11 9HD, United Kingdom	Director	Co- Managing Director of UK Investments.
Shay Livnat 3 Azrieli Center, The Triangular Tower, 45(TH) floor, Tel-Aviv 67023, Israel	Director	President of Zoe Holdings L
Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44(TH) floor, Tel-Aviv 67023, Israel	Director and Chief Executive Officer	Chief Executive Officer of Development.
Isaac Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chairman of companies in th vehicle sector of the David Ltd. group.

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Page 21 of 24 pages

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Dori Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chief Executive Officer of the motor vehicle sector of Lubinski Ltd. group.
Abraham Ben Joseph 87 Haim Levanon Street, Tel-Aviv 69345, Israel	Director	Director of companies.
Amos Malka 18 Nahal Soreq Street, Modi'in 71700, Israel	Director	Director of companies
Prof. Yoram Margalioth 16 Ha'efroni Street, Raanana 43724, Israel	Director	Senior lecturer (expert on the Faculty of Law in the T University.
Irit Izakson 15 Great Matityahou Cohen Street, Tel-Aviv 62268, Israel	Director	Director of companies.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Senior Executive Vice President	Senior Executive Vice Presi Development; Chief Executiv IDB Investments (U.K.) Ltd.
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Executive Vice President and Chief Financial Officer	Executive Vice President an Financial Officer of IDB De Chief Financial Officer of
Ari Raved 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Vice President	Vice President of IDB Devel
Gonen Bieber ** 3 Azrieli Center, The Triangular Tower, 45(TH) floor, Tel-Aviv 67023, Israel	Vice President	Vice President of IDB Devel
Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of Development.
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Vice President and Comptroller	Vice President and Comptrol Development; Comptroller of
Inbal Tzion 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Vice President and Corporate Secretary	Vice President and Corporat of IDB Development; Corpora of IDB Holding.

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Ilan Amit,
3 Azrieli Center,
the Triangular Tower 45(TH) floor,
Tel Aviv 67023, Israel

Internal Auditor

Internal Auditor of IDB Dev
Corporation Ltd.

(*) Mr. Issac Manor and Mr. Dori Manor are citizens of Israel and France.

(**) Mr. Bieber is a citizen of Israel and the Republic of Germany.

Page 22 of 24 pages

EXHIBIT 4

(Information provided as of July 20, 2009 in response
to Items 2 through 6 of Schedule 13D)
Executive Officers, Directors and Persons Controlling
IDB Holding Corporation Ltd.

Address is: 3 Azrieli Center, Triangular Tower, Tel Aviv 67023, Israel
(citizenship is Israel, unless otherwise noted)

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors and Chief Executive Officer	Chairman and Chief Executive IDB Holding; Chairman of ID Development, DIC and Clal I Investments Ltd.; Businessm Director of companies.
Isaac Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Deputy Chairman of the Board of Directors	Chairman of companies in th vehicle sector of the David Ltd. group.
Arie Mientkavich 14 Betzalel Street, Jerusalem 94591, Israel	Vice Chairman of the Board of Directors	Chairman of Elron; Deputy C Gazit-Globe Ltd. and Chairm Gazit-Globe Israel (Develop
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Director of companies.
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Director	Senior Executive Vice Presi Development; Chief Executive IDB Investments (U.K.) Ltd.
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Director	Chairman of Property and Bu Corporation Ltd.; Co-Chairm Shufersal Ltd.
Jacob Schimmel 7 High field Gardens, London NW11 9HD, United Kingdom	Director	Co- Managing Director of UK Investments.
Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel	Director	Chief Executive Officer of Livnat Ltd.

Edgar Filing: COMPUGEN LTD - Form SC 13D/A

Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Director	Chief Executive Officer of Development.
----------------------------------------------------------------------------------------------------	----------	--------------------------------------------

Page 23 of 24 pages

NAME & ADDRESS -----	POSITION -----	CURRENT PRINCIPAL OCCUPATIO -----
Dori Manor (*) 103 Kahanman Street, Bnei brak 51553, Israel	Director	Chief Executive Officer of the motor vehicle sector of Lubinski Ltd. group.
Meir Rosenne 8 Oppenheimer Street, Ramat Aviv, Tel Aviv 69395, Israel	Director	Attorney.
Shmuel Lachman 9A Khilat Jatomir Street, Tel Aviv 69405, Israel	External Director	Information technology cons
Zvi Dvoresky 3 Biram Street, Haifa 34986, Israel	External Director	Chief Executive officer of Trust Ltd.
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45(TH) floor, Tel-Aviv 67023, Israel	Director and Executive Vice President	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45(TH) floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of Deputy Chairman of IDB Deve Co-Chief Executive Officer Industries and Investments
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Chief Financial Officer	Chief Financial Officer of Executive Vice President an Financial Officer of IDB De
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44(TH) floor, Tel-Aviv 67023, Israel	Comptroller	Comptroller of IDB Holding; President and Comptroller o Development.
Ilan Amit, 3 Azrieli Center, the Triangular Tower 45(TH) floor, Tel Aviv 67023, Israel	Internal Auditor	Internal Auditor of IDB Hol Corporation Ltd.

* Mr. Issac Manor and Mr. Dori Manor are citizens of Israel and France.

Page 24 of 24 pages