

COMPUGEN LTD  
Form S-8  
June 11, 2015

As filed with the U.S. Securities and Exchange Commission on June 11, 2015

Registration No. 333-

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

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

COMPUGEN LTD.  
(Exact Name of Registrant as  
Specified in its charter)

Israel  
(State or Other  
Jurisdiction of  
Incorporation or  
Organization)

N/A  
(I.R.S. Employer  
Identification No.)

72 Pinchas Rosen Street  
Tel Aviv, 6951294  
Israel  
(Address, Including Zip Code, of Principal Executive Offices)

Compugen Ltd. 2010 Share Incentive Plan  
(Full Title of the Plan)

Anat Cohen-Dayag, Ph.D.  
President and Chief Executive Officer  
Compugen Ltd.  
72 Pinchas Rosen Street  
Tel Aviv, 6951294 Israel  
Phone: +972-3-765-8585  
Fax: +972-3-765-8555

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

Brian Keane, Esq.  
Mintz, Levin, Cohn, Ferris,  
Glovsky and Popeo, P.C  
One Financial Center

Donna Gershowitz  
Compugen Ltd.  
72 Pinchas Rosen Street  
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Boston, MA 02111  
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Tel: 972-3-765-8585  
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
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## CALCULATION OF REGISTRATION FEE

Title of Each Class 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
Ordinary Shares, nominal (par) value NIS 0.01 per share	3,000,000 (2)	\$7.78 (3)	\$23,340,000(3)	\$ 2,712.11

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional ordinary shares that may become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding ordinary shares of the registrant.

(2) Represents an additional 3,000,000 ordinary shares issuable under the Compugen Ltd. 2010 Share Incentive Plan (the "2010 Plan"), over and above the number of ordinary shares issuable under the 2010 Plan that were previously registered under the Securities Act.

(3) Pursuant to Rule 457(h)(1) under the Securities Act, the proposed maximum offering price per security and the proposed maximum aggregate offering price are based on the average of the high and low sale prices per share of the registrant's ordinary shares as reported by The Nasdaq Global Market on June 5, 2015.

## EXPLANATORY NOTE

This Registration Statement relates to an increase of an additional 3,000,000 ordinary shares, nominal (par) value NIS 0.01 per share, of Compugen Ltd. (the “Registrant”) that are being issued and sold, or may be issued and sold, upon exercise of options or other awards granted by the Registrant to participants in the 2010 Plan, as approved at the Annual General Meeting of Shareholders held on August 7, 2014.

Reference is made to the Registrant’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on September 7, 2010 (Registration No. 333-169239 (the “Prior Registration Statement”), pursuant to which a total of 8,645,436 ordinary shares issuable under the 2010 Plan were registered under the Securities Act. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference in their entirety, except as otherwise updated or modified by this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are hereby incorporated herein by reference and made a part hereof:

- (i) The Registrant’s Annual Report on Form 20-F for the fiscal year ended December 31, 2014, filed with the Commission on March 12, 2015 (File No. 000-30902); and
- (ii) The Registrant’s Reports of Foreign Private Issuer on Form 6-K, as filed with the Commission on March 19, 2015, May 5, 2015, May 27, 2015 and June 8, 2015 (File No. 000-30902)
- (iii) The description of the Registrant’s Ordinary Shares in the Registrant’s Registration Statement on Form 8-A (File No. 000-30902) filed with the Commission under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on August 2, 2000, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, and all Reports of Foreign Private Issuer on Form 6-K submitted by the Registrant to the Commission during such period, or portions thereof that are identified in such forms as being incorporated into this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. Any document, or 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 document or statement contained herein, or in any other subsequently filed document that also is deemed to be incorporated by reference herein, modifies or supersedes such document or 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. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference.



ITEM 8. EXHIBITS.

The following is a list of exhibits filed as a part of this Registration Statement which are incorporated herein:

EXHIBIT NO. EXHIBIT

- 5.1 Opinion of Tulchinsky Stern Marciano Cohen Levitski & Co., Law Offices
- 23.1 Consent of Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global
- 23.2 Consent of Tulchinsky Stern Marciano Cohen Levitski & Co., Law Offices (included in Exhibit 5.1).
- 24.1 Power of Attorney (included in the signature pages to this Registration Statement)

## SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 City of Tel Aviv, State of Israel, on June 11, 2015.

Compugen Ltd.

By: /s/ Anat Cohen-Dayag  
Anat Cohen-Dayag, Ph.D.  
Chief Executive Officer and  
President

Each person whose signature appears below constitutes and appoints Anat Cohen-Dayag, Ph.D., Ari Krashin and Donna Gershowitz, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement of Compugen Ltd. and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any or each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Anat Cohen-Dayag Anat Cohen-Dayag, Ph.D.	Chief Executive Officer and President and Director (principal executive officer)	June 11, 2015
/s/ Ari Krashin Ari Krashin	Chief Financial Officer (principal financial and accounting officer)	June 11, 2015
/s/ Martin S. Gerstel Martin S. Gerstel	Chairman of the Board	June 11, 2015
/s/ Prof. Yair Aharonowitz Prof. Yair Aharonowitz	Director	June 11, 2015
/s/ Prof. Ruth Arnon Prof. Ruth Arnon	Director	June 11, 2015
/s/ Dov Hershberg Dov Hershberg	Director	June 11, 2015

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/s/ Arie Ovadia, Ph.D.  
Arie Ovadia, Ph.D.

Director

June 11, 2015

/s/ Prof. Joshua Shemer  
Prof. Joshua Shemer

Director

June 11, 2015

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