

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

Pursuant to rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934  
for the month of November 2005

Compugen Ltd.  
(Translation of registrant's name in English)

72 Pinchas Rosen Street, Tel-Aviv 69512, Israel  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover  
Form 20-F or Form 40-F.

Form 20-F  X       Form 40-F    

On November 2, 2005 Compugen Ltd. (the "Registrant") issued a Press Release, filed as  
Exhibit 1 to this Report on Form 6-K, which is hereby incorporated by reference herein.

**SIGNATURE**

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, thereunto duly  
authorized.

Compugen Ltd.  
(Registrant)  
By: /s/ Mor Amitai  
Title: President & CEO  
Date: November 2, 2005

## Exhibit 1



### **Compugen Reports Third Quarter 2005 Financial Results**

#### *Alex Kotzer assumes President and CEO Position*

TEL AVIV, ISRAEL, Nov. 2, 2005 - Compugen Ltd. (NASDAQ: CGEN) today reported financial results for the third quarter ended September 30, 2005. As previously announced, effective September 1, 2005, Alex Kotzer assumed the position of President and Chief Executive Officer.

"I am delighted to join Compugen at this point in time as the company focuses on developing and commercializing its many potential biomarkers and therapeutic proteins. These potential products are resulting from our pioneering research efforts in predictable methods of discovery," stated Mr. Kotzer.

Martin Gerstel, Compugen's Chairman added, "Alex brings to Compugen many years of relevant experience and a proven track record in managing biotech operations in his previous positions at Serono and InterPharm. His background makes him ideal to lead Compugen as we move forward with the development and commercialization of our diagnostic and therapeutic product candidates as well as to continue to advance our predictive research capabilities and the unique discovery engines based on these capabilities."

Revenues and governmental and other grants for the third quarter of 2005 were \$761,000 (including \$666,000 from governmental and other grants), compared to \$971,000 (including \$326,000 from governmental and other grants) for the third quarter of 2004. The net loss for the quarter was \$3.6 million (including a non-cash expense of \$332,000 for amortization of deferred compensation), or \$0.13 per share, compared with a net loss of \$3.6 million (including a non-cash expense of \$231,000 for amortization of deferred compensation), or \$0.13 per share, for the corresponding quarter of 2004.

Revenues and governmental and other grants for the nine months ended September 30, 2005 were \$2.1 million (including \$1.5 million from governmental and other grants), compared to \$3.5 million for the same period in 2004 (including \$1 million from governmental and other grants). The net loss for the first nine months of 2005 was \$10.6 million (including a non-cash expense of \$313,000 for amortization of deferred compensation), or \$0.38 per share, compared with a net loss of \$10.0 million (including a non-cash expense of \$600,000 for amortization of deferred compensation), or \$0.36 per share, for the same period in 2004.

As of September 30, 2005, Compugen had \$38 million in cash, cash equivalents, and marketable securities, a decrease of \$3 million from June 30, 2005.

**Conference Call and Web Cast Information**

Compugen will hold a conference call to discuss its third quarter results on November 2nd, 2005 at 10:00 AM EST. To access the conference call, please dial 1-866-860-9642 from the US or +972-3-918-0610 internationally. A replay of the conference call will also be available approximately two hours after the completion of the live conference call. To access the replay, please dial 1-866-276-1485 from the US or +972-3-925-5901. The replay will be available until 12 noon EST on November 4nd, 2005.

The call will also be available via live Web cast through Compugen's Website, located at [www.cgen.com](http://www.cgen.com).

**About Compugen**

Compugen is a drug and diagnostic discovery company incorporating ideas and methods from mathematics, computer science, and physics into biology, chemistry, and medicine. The Company's powerful predictive models and discovery engines are both advancing the understanding of important biological phenomena and enabling the discovery of numerous potential therapeutic products and diagnostic markers. The Company has an early stage in-house pipeline consisting of selected therapeutic protein candidates discovered by the Company; additional discoveries have been out-licensed for development. Among Compugen's customers and partners are leading pharmaceutical and diagnostic companies, such as Abbott Laboratories, Diagnostic Products Corporation, Novartis, and Ortho-Clinical Diagnostics, a Johnson & Johnson company. Compugen has established a small-molecule drug discovery affiliate – Keddem Bioscience, and an agricultural biotechnology affiliate – Evogene. For additional information, please visit Compugen's corporate Website at [www.cgen.com](http://www.cgen.com).

This press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks and uncertainties that may cause the actual results, performance or achievements of Compugen to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Some of these risks are: changes in relationships with collaborators; the impact of competitive products and technological changes; risks relating to the development of new products; and the ability to implement technological improvements. These and other factors are identified and more fully explained under the heading "Risk Factors" in Compugen's annual reports filed with the Securities and Exchange Commission.

**(Tables to follow)**

***Company contact:***

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**COMPUGEN LTD.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(U.S. dollars in thousands, except for share and per-share amounts)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b><u>September 30,</u></b>		<b><u>September 30,</u></b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>	<b><u>2005</u></b>	<b><u>2004</u></b>
	<b><u>Unaudited</u></b>	<b><u>Unaudited</u></b>	<b><u>Unaudited</u></b>	<b><u>Unaudited</u></b>
Revenues	95	645	646	2,471
Governmental and other grants	666	326	1,454	1,004
<b>Total revenues and grants</b>	<b>761</b>	<b>971</b>	<b>2,100</b>	<b>3,475</b>
<b>Cost and Expenses</b>				
Cost of revenues	72	292	148	1,018
Research and development expenses	2,974	2,762	9,547	8,570
Sales and marketing expenses	417	644	1,324	2,063
General and administrative expenses	731	812	2,039	2,374
Amortization of deferred compensation	332	231	313	600
Total operating expenses	4,526	4,741	13,371	14,625
<b>Operating loss</b>	<b>(3,765)</b>	<b>(3,770)</b>	<b>(11,271)</b>	<b>(11,150)</b>
Financing income, net	160	245	472	1,075
Other income	52	57	168	250
Capital loss	-	(154)	-	(154)
<b>Net loss</b>	<b>(3,553)</b>	<b>(3,622)</b>	<b>(10,631)</b>	<b>(9,979)</b>
Basic and diluted net loss per ordinary share	(0.13)	(0.13)	(0.38)	(0.36)
Weighted average number of ordinary shares outstanding	27,779,670	27,547,239	27,770,852	27,401,795

**COMPUGEN LTD.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS DATA**  
(U.S. dollars, in thousands)

	September 30, <u>2005</u> <u>Unaudited</u>	December 31, <u>2004</u> <u>Audited</u>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash, cash equivalents, short-term cash deposits, and marketable securities	29,954	20,574
Receivables and prepaid expenses	788	1,545
<b>Total current assets</b>	<b>30,742</b>	<b>22,119</b>
<b>Long-term investments</b>		
Marketable securities	8,097	27,854
Other assets	1,682	1,641
<b>Property and equipment, net</b>	<b>3,465</b>	<b>3,739</b>
<b>Total assets</b>	<b>43,986</b>	<b>55,353</b>
<b>LIABILITIES AND SHAREHOLDERS'</b>		
<b>EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued expenses	2,049	3,107
Deferred revenues	200	276
<b>Total current liabilities</b>	<b>2,249</b>	<b>3,383</b>
<b>Long-term liabilities</b>		
Accrued severance pay	1,797	1,878
Other long-term liabilities	60	60
Excess of losses over investment in Evogene	466	466
<b>Total long-term liabilities</b>	<b>2,323</b>	<b>2,404</b>
<b>Total shareholders' equity</b>	<b>39,414</b>	<b>49,566</b>
<b>Total liabilities and shareholders' equity</b>	<b>43,986</b>	<b>55,353</b>