

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

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of April 2013

Commission File Number 000-30902

**COMPUGEN LTD.**

(Translation of registrant's name into 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 of Form 20-For Form 40-F:

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

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## Compugen Ltd.

### First Quarter 2013 Financial Results

On April 25, 2013, Compugen Ltd. (the "Company") issued a press release reporting financial results for the first quarter ending March 31, 2013. A copy of the press release is filed as Exhibit 99.1 to this Form 6-K and incorporated by reference herein.

### Results of 2013 Annual General Meeting of Shareholders

On April 22, 2013, the Company held its 2013 adjourned Annual General Meeting of Shareholders (the "Annual Meeting"). The proxy statement for the Annual Meeting (the "Proxy Statement") was filed by the Company with the Securities and Exchange Commission as an exhibit to its Report on Form 6-K/A on March 11, 2013. Of the 37,978,361 ordinary shares issued and outstanding and eligible to vote as of the record date of March 18, 2013, a quorum of 11,615,324 (30.58%) of the eligible shares, was present in person or represented by proxy. The following actions were taken at the meeting:

- 1a. Re - election of Prof. Ruth Arnon to serve as a member of the Board of Directors of the Company for a term of approximately one year expiring at the end of the annual general meeting of the shareholders of the Company to be held in 2014 and when her successor had been duly elected;

FOR	AGAINST	ABSTAIN
10,642,491	935,488	37,345

- 1b. Re - election of Mr. Martin Gerstel to serve as a member of the Board of Directors of the Company for a term of approximately one year expiring at the end of the annual general meeting of the shareholders of the Company to be held in 2014 and when his successor had been duly elected;

FOR	AGAINST	ABSTAIN
11,284,764	295,515	35,045

- 1c. Re - election of Mr. Dov Hershberg to serve as a member of the Board of Directors of the Company for a term of approximately one year expiring at the end of the annual general meeting of the shareholders of the Company to be held in 2014 and when his successor had been duly elected;

FOR	AGAINST	ABSTAIN
10,693,965	883,214	38,145

- 1d. Re - election of Prof. Yair Aharonowitz to serve as an external director, as defined in the Israel Companies Law 5759, 1999, as amended ("Companies Law"), for a term of three years from the date of his re-election and approval of his remuneration and benefits;

FOR	AGAINST	ABSTAIN
*10,671,872	901,894	41,558

\*Including at least 2,232,620 votes from a total of 3,176,072 votes by shareholders who are not "controlling shareholders" of the Company and they or any of the persons or entities as described in item 1 of the Proxy Statement do not have a "personal interest" in this resolution 1d regarding the election of the Company's external directors or any of them and/or the remuneration and benefits to be paid to the external directors or any of them as specified in this resolution 1d.

- 1e. Re - election of Dr. Arie Ovadia to serve as an external director, as defined in the Companies Law, for a term of three years from the date of his re-election and approval of his remuneration and benefits;

FOR	AGAINST	ABSTAIN
**10,676,135	900,043	39,146

\*\*Including at least 2,236,883 votes from a total of 3,176,072 votes by shareholders who are not "controlling shareholders" of the Company and they or any of the persons or entities as described in item 1 of the Proxy Statement do not have a "personal interest" in this resolution 1e regarding the election of the Company's external directors or any of them and/or the remuneration and benefits to be paid to the external directors or any of them as specified in this resolution 1e.

- 1f. Re - election of Prof. Joshua Shemer to serve as an external director, as defined in the Companies Law, for a term of three years from the date of his re-election and approval of his remuneration and benefits;

FOR	AGAINST	ABSTAIN
***10,675,836	901,743	37,745

\*\*\*Including at least 2,236,584 votes from a total of 3,176,072 votes by shareholders who are not "controlling shareholders" of the Company and they or any of the persons or entities as described in item 1 of the Proxy Statement do not have a "personal interest" in this resolution 1f regarding the election of the Company's external directors or any of them and/or the remuneration and benefits to be paid to the external directors or any of them as specified in this resolution 1f.

2. Reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013, and until the next annual general meeting.

FOR	AGAINST	ABSTAIN
11,388,556	70,436	156,332

All of the foregoing proposals have been approved by the shareholders. Following the Annual Meeting, the Board consists of the following members: Prof. Yair Aharonowitz, Prof. Ruth Arnon, Mr. Martin Gerstel, Mr. Dov Hersberg, Dr. Arie Ovadia and Prof. Joshua Shemer.

The information contained in this Report, including the exhibits hereto, is hereby incorporated by reference into the Company's Registration Statement on Form F-3, File No. 333-171655 and 333-185910.

### **Exhibits**

**Exhibit  
Number**

**Description of Exhibit**

99.1

Press Release, dated April 25, 2013.

### **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 thereunto duly authorized.

#### **COMPUGEN LTD.**

Date: April 25, 2013

By: /s/ Dikla Czaczkes Axselbrad  
Dikla Czaczkes Axselbrad  
Chief Financial Officer

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## **Compugen Ltd. Reports First Quarter 2013 Financial Results**

*CEO to update Company status in today's quarterly conference call*

TEL AVIV, ISRAEL – April 25, 2013 – Compugen Ltd. ([NASDAQ: CGEN](#)) today reported financial results for the first quarter ending March 31, 2013.

Anat Cohen-Dayag, Ph.D., President and CEO of Compugen, stated, "During this past quarter, Compugen made substantial progress in addressing its commercial, product development and scientific objectives for 2013. These previously disclosed objectives include entering into collaboration arrangements with respect to certain product candidates in our Pipeline Program, furthering the research and development of product candidates and initiating our second focused area of discovery."

Dr. Cohen-Dayag added "With respect to our monoclonal antibody (mAb) programs, the continuing successful integration of our U.S. mAb generation and development activities, initiated last year, with our target discovery capabilities now allows us to move forward in advancing our programs toward therapeutic product development. In addition, we believe that these continuing achievements will establish Compugen as a major player in the field of mAb therapeutics, the fastest growing drug class in pharmaceuticals. This progress also supports the initiation of our target discovery for antibody-drug conjugate therapy, which was recently disclosed as our second focused product candidate discovery activity."

Revenues for the first quarter of 2013 were \$162,000 compared with no revenues for the comparable period in 2012, reflecting amounts received for certain activities in support of Neviah Genomics, Compugen's joint venture with Merck Serono.

Net loss for the most recent quarter was \$3.4 million (after reflecting non-cash stock based compensation expense of \$675,000 and a non-cash financial loss of \$139,000 related to the accounting for certain research and development funding arrangements), or \$0.09 per share, compared with a net loss of \$4.1 million (after reflecting non-cash stock based compensation expense of \$543,000 and a non-cash financial loss of \$1.2 million related to the accounting for certain research and development funding arrangements), or \$0.12 per share, for the corresponding quarter of 2012. The decrease in net loss for the most recent quarter resulted in large part from the lower non-cash financial loss related to the accounting for certain research and development funding arrangements in the most recent quarter compared with the same quarter of 2012, as further discussed below.

Research and development expenses, net, for the first quarter of 2013 increased to \$2.7 million, compared with \$2.1 million for the first quarter of 2012, and remained the Company's largest expense. This increase mostly reflects establishment and initiation of activities at the South San Francisco operation in the

second quarter of 2012 as well as increasing levels of activity in support of the Company's Pipeline Program.

As of March 31, 2013 and 2012, the "Research and development funding arrangements and others" liability amounted to \$8.0 million and \$7.7 million, respectively, resulting from the accounting for the Baize research and development funding arrangements signed in December 2011 and December 2010, which were recently combined into one agreement following the receipt by Compugen of the final \$5.0 million investment amount pursuant to the second Baize agreement. The liability balances as of March 31, 2013 and 2012 were primarily related to the estimated fair values of the embedded derivative instruments resulting from the right of the investor, under both arrangements, to waive its right to receive potential future payments in exchange for Compugen ordinary shares.

As of March 31, 2013, cash and cash related accounts totaled \$24.6 million, compared with \$19.6 million at December 31, 2012. Both the March 31, 2013 and December 31, 2012 balances do not include either the \$5.0 million recently received pursuant to the December 2011 Baize research and development funding arrangement or the market value of Compugen's holdings of Evogene shares at the end of each such period.

Compugen continues to have no long-term debt other than the book liability associated with the Baize research and development funding arrangement, which, as discussed above, does not represent future cash obligations.

#### **Conference Call and Webcast Information**

Compugen will hold a conference call to discuss its first quarter 2013 results today, April 25, 2013 at 10:00 a.m. EST. To access the conference call, please dial 1-888-668-9141 from the U.S. or +972-3-918-0610 internationally. The call will also be available via live webcast through Compugen's website, located at the following [link](#). A replay of the conference call will be available approximately two hours after the completion of the live conference call. To access the replay, please dial 1-888-782-4291 from the US or +972-3-925-5918 internationally. The replay will be available through April 29, 2013.

#### **(Tables attached)**

#### **About Compugen**

Compugen is a leading drug discovery company focused on therapeutic proteins and monoclonal antibodies to address important unmet needs in the fields of immunology and oncology. The Company utilizes a broad and continuously growing integrated infrastructure of proprietary scientific understandings and predictive platforms, algorithms, machine learning systems and other computational biology capabilities for the *in silico* (by computer) prediction and selection of product candidates, which are then advanced in its Pipeline Program. The Company's business model includes collaborations covering the further development and commercialization of selected product candidates from its Pipeline Program and various forms of research and discovery agreements, in both cases providing Compugen with potential milestone payments and royalties on product sales or other forms of revenue sharing. In 2012, Compugen established operations in California for the development of oncology and immunology monoclonal antibody therapeutic candidates against Compugen drug targets. For additional information, please visit Compugen's corporate website at [www.cgen.com](http://www.cgen.com).

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements, which include statements related to Compugen's potential to advance its programs towards therapeutic product development and establish it as a major player in the field of mAb therapeutics, include words such as "may," "expects," "anticipates," "potential," "believes," and "intends," and describe opinions about future events. 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 and other factors are discussed in the "Risk Factors" section of Compugen's Annual Report on Form 20-F for the year ended December 31, 2012 as filed with the Securities and Exchange Commission. In addition, any forward-looking statements represent Compugen's views only as of the date of this release and should not be relied upon as representing its views as of any subsequent date. Compugen does not assume any obligation to update any forward-looking statements unless required by law.

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

	<b>Three Months Ended</b>	
	<b><u>March 31</u></b>	
	<b><u>2013</u></b>	<b><u>2012</u></b>
	<b><u>Unaudited</u></b>	<b><u>Unaudited</u></b>
<b>Revenues</b>	162	-
<b>Cost of Revenues</b>	150	-
<b>Gross profit</b>	<b>12</b>	<b>-</b>
 <b>Operating expenses</b>		
Research and development expenses, net	2,739	2,100
Marketing and business development expenses	195	195
General and administrative expenses	1,042	824
<b>Total operating expenses *</b>	<b>3,976</b>	<b>3,119</b>
 <b>Operating loss</b>	<b>(3,964)</b>	<b>(3,119)</b>
Financial income (expenses), net **	590	(1,000)
<b>Net loss</b>	<b>(3,374)</b>	<b>(4,119)</b>
Basic and diluted net loss per ordinary share	(0.09)	(0.12)
Weighted average number of ordinary shares outstanding	37,283,753	35,291,165

\* Includes non-cash expenses related to stock based compensation

\*\* Includes non-cash expenses related to the Baize research and development funding arrangements.



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

	<b>March 31,</b> <b><u>2013</u></b> <b><u>Unaudited</u></b>	<b>December 31,</b> <b><u>2012</u></b> <b><u>Audited</u></b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash, cash equivalents and short-term bank deposits	24,649	19,589
Restricted cash	98	96
Investment in Evogene	4,858	5,196
Other accounts receivable and prepaid expenses	709	690
<b>Total current assets</b>	<b>30,314</b>	<b>25,571</b>
<b>Non-current investments</b>		
Long-term lease deposits	60	59
Severance pay fund	1,822	1,728
<b>Total non-current investments</b>	<b>1,882</b>	<b>1,787</b>
<b>Long-term prepaid expenses</b>	<b>251</b>	<b>301</b>
<b>Property and equipment, net</b>	<b>1,184</b>	<b>1,250</b>
<b>Total assets</b>	<b>33,631</b>	<b>28,909</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Other accounts payable, accrued expenses and trade payables	1,773	1,384
<b>Total current liabilities</b>	<b>1,773</b>	<b>1,384</b>
<b>Non-current liabilities</b>		
Research and development funding arrangements and others	7,972	7,872
Accrued severance pay	2,131	1,981
<b>Total non-current liabilities</b>	<b>10,103</b>	<b>9,853</b>
<b>Total shareholders' equity</b>	<b>21,755</b>	<b>17,672</b>
<b>Total liabilities and shareholders' equity</b>	<b>33,631</b>	<b>28,909</b>