

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

**Amendment No. 2 to
FORM F-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Compugen Ltd.

(Exact name of registrant as specified in its charter)

Not Applicable

(Translation of Registrant's Name into English)

Israel

(State or other jurisdiction of
incorporation or organization)

Not Applicable

(I.R.S. Employer Identification Number)

**Azrieli Center
26 Harokmim Street
Building D
Holon 5885849, Israel
+972-3-765-8585**

(Address and telephone number of Registrant's principal executive offices)

**Compugen USA, Inc.
225 Bush Street, Suite 348
San Francisco, CA 94104
Phone: 415-373-0556
Fax: 415-373-0776**

(Name, address, and telephone number of agent for service)

Copies to:

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Fax: +972-3-777-8444**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 7(a)(2)(B) of the Securities Act. ☐

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Compugen Ltd. is filing this Amendment No. 2 (this “Amendment No. 2”) to its registration statement on Form F-3 (File No. 333-270985) previously filed on March 30, 2022, as amended on April 14, 2022, as an exhibit-only filing solely to file an updated (i) consent of Kost Forer Gabbay & Kasierer (a Member of Ernst & Young Global), filed herewith as Exhibit 23.1 (the “Consent”), and (ii) filing fee table, filed herewith as Exhibit 107 (the “Filing Fee Table”). Accordingly, this Amendment No. 2 consists only of the facing page, this explanatory note, Item 9 of Part II of the Registration Statement, the signature pages to the Registration Statement, the Consent filed herewith as Exhibit 23.1 and the Filing Fee Table filed herewith as Exhibit 107. The remainder of the Registration Statement is unchanged and has been omitted from this Amendment No. 2.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 9. Exhibits

Exhibit Number	Description of Document
1.1**	Form of Underwriting Agreement.
<u>1.2*</u>	<u>Sales Agreement, dated January 31, 2023, by and between the Company and SVB Securities LLC (incorporated by reference to Exhibit 1.1 to the Registrant's Report on Form 6-K filed with the SEC on January 31, 2023 (File No. 000-30902)).</u>
4.1*	Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1/A filed with the SEC on August 2, 2000 (File No 333-12316)).
<u>4.2*</u>	<u>Form of Indenture between the Registrant and one or more trustees to be named.</u>
4.3**	Form of Debt Securities.
4.4*	<u>Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 to the Registrant's Report on Form 6-K filed with the SEC on June 19, 2018 (File No. 000-30902)).</u>
4.5**	Form of Warrant.
4.6**	Form of Unit Agreement.
<u>5.1*</u>	<u>Opinion of Shibolet & Co., Law Firm.</u>
<u>5.2*</u>	<u>Opinion of Cooley LLP.</u>
<u>23.1</u>	<u>Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global.</u>
<u>23.2*</u>	<u>Consent of Shibolet & Co., Law Firm (included in Exhibit 5.1 to this registration statement on Form F-3).</u>
<u>23.3*</u>	<u>Consent of Cooley LLP (included in Exhibit 5.2).</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page).</u>
25.1+	The Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of the Trustee under the Indenture.
<u>107</u>	<u>Filing Fee Table.</u>

* Previously filed.

** To be filed, if applicable, as an exhibit to a post-effective amendment to this registration statement or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

+ To be filed, if applicable, as an exhibit to a post-effective amendment to this registration statement or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference, in accordance with Section 305(b)(2) of the Trust Indenture Act of 1939.

SIGNATURES

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 F-3 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Holon, State of Israel, on June 23, 2023.

COMPUGEN LTD.

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

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the Registration Statement has been signed by each of the following persons in the capacities and on the dates indicated:

Signature	Title(s)	Date
<u>/s/ Anat Cohen-Dayag</u> Anat Cohen-Dayag, Ph.D.	President, Chief Executive Officer and Director (principal executive officer)	June 23, 2023
<u>/s/ Alberto Sessa</u> Alberto Sessa	Chief Financial Officer (principal financial and accounting officer)	June 23, 2023
<u>/s/ *</u> Paul Sekhri	Chairman of the Board	June 23, 2023
<u>/s/ *</u> Mathias Hukkelhoven, Ph.D.	Director	June 23, 2023
<u>/s/ *</u> Gilead Halevy	Director	June 23, 2023
<u>/s/ *</u> Kinneret Livnat Savitzky, Ph.D.	Director	June 23, 2023
<u>/s/ *</u> Sanford Zweifach	Director	June 23, 2023
<u>/s/ *</u> Eran Perry	Director	June 23, 2023
* By: <u>/s/ Anat Cohen-Dayag</u> Anat Cohen-Dayag Attorney-in-Fact		June 23, 2023

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, Compugen USA, Inc., the duly authorized representative in the United States of Compugen Ltd., has signed this Amendment No. 2 to the Registration Statement on June 23, 2023.

COMPUGEN USA, INC.

By: /s/ Julia Decker

Name: Julia Decker

Title: Treasurer and Director of Finance of
Compugen USA, Inc.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the reference to our firm under the caption “Experts” in Amendment No. 2 to the Registration Statements on Form F-3 and related Prospectus of Compugen Ltd. for the registration of its securities and to the incorporation by reference therein of our reports dated February 28, 2023, with respect to the consolidated financial statements of Compugen Ltd., and the effectiveness of internal control over financial reporting of Compugen Ltd. included in its Annual Report on Form 20-F for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

Tel Aviv, Israel
June 23, 2023

/s/ Kost Forer Gabbay & Kasierer
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

Calculation of Filing Fee Tables

FORM F-3

(Form Type)

COMPUGEN LTD.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Ordinary Shares, par value NIS 0.01 per share	(1)	— \$	— \$	—	— \$
	Debt	Debt Securities	(1)	—	—	—	—
	Equity	Warrants	(1)	—	—	—	—
	Other	Rights	(1)	—	—	—	—
	Equity	Units	(1)	—	—	—	—
	Unallocated (Shelf)	(1)	(1)	(2)	\$ 350,000,000	0.0001102	\$ 38,570
Total Offering Amounts				\$	350,000,000		\$ 38,570
Total Fees Previously Paid							—
Total Fee Offsets							\$ 38,570(3)
Net Fee Due							\$ 0(3)

- (1) There are being registered hereunder such indeterminate number of the securities of each identified class being registered as may be sold by the registrant from time to time at indeterminate prices, with the maximum aggregate public offering price not to exceed \$350 million. Also includes such indeterminate number of securities of Compugen Ltd. (the "Registrant") as may be issued upon exercise, conversion or exchange of these securities. Separate consideration may or may not be received for securities that are issuable upon exercise, conversion or exchange of other securities.
- (2) The proposed maximum offering price per unit of each class of securities will be determined from time to time by the Registrant in connection with the issuance by the Registrant of the securities registered hereunder and is not specified as to each class of security pursuant to General Instruction II.C. of Form F-3 under the Securities Act of 1933, as amended (the "Securities Act").
- (3) The Registrant previously filed a Registration Statement on Form F-3 with the Securities and Exchange Commission on July 30, 2020 (File No. 333-240183), which was declared effective on August 7, 2020 (the "Prior Registration Statement"), that registered an aggregate of \$350,000,000 of an indeterminate number of securities to be offered by the Registrant from time to time. Of the \$350,000,000 of securities registered on the Prior Registration Statement, for which the Registrant paid a filing fee of \$45,430 in connection therewith, \$346,246,838.25 of the securities remain unsold, leaving \$44,942.84 in previously paid fees available for future offset (calculated at the fee rate in effect on the filing date of the Prior Registration Statement). In accordance with Rule 457(p) under the Securities Act, the Registrant is using \$38,570 of the unused filing fees to offset the filing fee payable in connection with this filing. Accordingly, no additional registration fee is due to be paid at this time. Concurrently with the effectiveness of this registration statement, any offering of unsold securities pursuant to the Prior Registration Statement is hereby terminated.

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
						Rule 457(p)					
Fee Offset Claims	Compugen Ltd.	F-3	333-240183	July 30, 2020		\$ 38,570	Unallocated (Universal) Shelf	(1)	Unallocated (Universal) Shelf	\$ 346,246,838.25	
Fee Offset Sources	Compugen Ltd.	F-3	333-240183		July 30, 2020						\$ 38,570

(1) Pursuant to Rule 457(p) under the Securities Act, the Registrant is offsetting the registration fee due under this registration statement by \$38,570, which represents the portion of the registration fee previously paid with respect to \$346,246,838.25 of unsold securities (the “**Unsold Offset Securities**”) previously registered on the 2020 Registration Statement. The offering of the Unsold Offset Securities pursuant to the Prior Registration Statement associated with the claimed fee offset pursuant to Rule 457(p) have been completed or terminated.