
**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 November 2023

Commission File Number 000-30902

COMPUGEN LTD.

(Translation of registrant's name into English)

**26 Harokmim Street
Holon 5885849, Israel**

(Address of Principal Executive Offices)

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

Form 20-F ☒

Form 40-F ☐

Compugen Ltd.

On November 3, 2023, Compugen Ltd. (the “**Company**”) issued a press release announcing the receipt of a letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC. A copy of the press release is furnished as Exhibit 99.1 to this Report on Form 6-K and is hereby incorporated herein.

The information contained in this Report on Form 6-K is hereby incorporated by reference into the Company’s Registration Statements on Form F-3, File No. 333-270985.

Exhibit Number	Description of Exhibit
<u>99.1</u>	<u>Compugen Announces Receipt of Nasdaq Minimum Bid Price Notification.</u>

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: November 3, 2023

By: /s/ Eran Ben Dor
Eran Ben Dor
General Counsel



FOR IMMEDIATE RELEASE

Compugen Announces Receipt of Nasdaq Minimum Bid Price Notification

HOLON, ISRAEL, November 3, 2023 —Compugen Ltd. (Nasdaq: CGEN) (TASE: CGEN) a clinical-stage cancer immunotherapy company and a pioneer in computational target discovery, announced today that on November 3, 2023, it received a notification letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that its ordinary shares failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive business days as required by Nasdaq Listing Rule 5550(a)(2) (the “Minimum Bid Price Requirement”). The receipt of the Nasdaq notification letter does not result in the immediate delisting of the Company’s ordinary shares from the Nasdaq Capital Market and has no current immediate effect on the listing or trading of the Company’s ordinary shares on the Nasdaq Capital Market, under symbol “CGEN.”

Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), the Company has a compliance period of 180 calendar days from the date of the notification letter from Nasdaq, or until May 1, 2024, to regain compliance with the Minimum Bid Price Requirement. If at any time before May 1, 2024, the closing bid price of the Company’s ordinary shares is at least \$1.00 for a minimum of 10 consecutive business days, unless Nasdaq exercises its discretion to extend this 10 day period pursuant to Rule 5810(c)(3)(H), the Company will be deemed to have regained compliance with the Minimum Bid Price Requirement, following which, Nasdaq will provide a written confirmation of compliance and the matter will be closed.

In the event that Compugen does not regain compliance by May 1, 2024, the Company may be eligible for an additional 180 calendar day grace period provided that it meets the applicable standards for initial listing of its ordinary shares on the Nasdaq Capital Market (other than the Minimum Bid Price Requirement). To be eligible, the Company will also need to provide a written notice of its intention to cure the deficiency during this second compliance period by effecting a reverse share split, if necessary. If the Company does not regain compliance with the Minimum Bid Price Requirement during the second 180 calendar day grace period (by November 9, 2024), and is ineligible for an additional grace period, Nasdaq will provide written notice that the ordinary shares of the Company are subject to delisting from the Nasdaq Capital Market. In that event, the Company may appeal the determination to a Nasdaq hearings panel.

Compugen intends to monitor the closing bid price of its ordinary shares. Receipt of the Nasdaq notification letter has no effect on the Company’s business operations.

About Compugen

Compugen is a clinical-stage therapeutic discovery and development company utilizing its broadly applicable predictive computational discovery capabilities to identify new drug targets and biological pathways for developing cancer immunotherapies. Compugen has developed two proprietary product candidates: COM701, a potential first-in-class anti-PVRIG antibody and COM902, a potential best-in-class antibody targeting TIGIT for the treatment of solid tumors. Compugen also has a clinical stage partnered program, rilvegostomig (previously AZD2936), a PD-1/TIGIT bi-specific derived from COM902, in Phase 2 development by AstraZeneca through a license agreement for the development of bi-specific and multi-specific antibodies. In addition, the Company's therapeutic pipeline of early-stage immuno-oncology programs consists of programs aiming to address various mechanisms of immune resistance. The most advanced program, COM503, is in IND enabling studies. COM503 is a potential first-in-class, high affinity antibody which blocks the interaction between IL-18 binding protein and IL-18, thereby freeing natural IL-18 to inhibit cancer growth in the tumor microenvironment. Compugen is headquartered in Israel, with offices in San Francisco, CA. Compugen's shares are listed on Nasdaq and the Tel Aviv Stock Exchange under the ticker symbol CGEN.

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