FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person*
Hukkelhoven Mathias

(Last) (First) (Middle)

C/O COMPUGEN LTD.
26 HAROKMIM STREET

(Street)

HOLON 5885849

(City) (State) (Zip/Postal Code)

ISRAEL

(Country)

2. Date of Event Requiring Statement (Month/Day/Year)
03/18/2026

3. Issuer Name **and** Ticker or Trading Symbol
COMPUGEN LTD [CGEN]

3a. Foreign Trading Symbol
CGEN

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
10% Owner
Officer (give title below)
Other (specify below)

5. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	10,000[(1)]	D	

Table II – Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Share Option (right to buy)	(2)	03/01/2032	Ordinary Shares	35,000	$3.09	D	
Share Option (right to buy)	(3)	08/03/2033	Ordinary Shares	10,000	$1.15	D	
Share Option (right to buy)	(4)	07/31/2034	Ordinary Shares	8,000	$1.69	D	
Share Option (right to buy)	(4)	09/12/2034	Ordinary Shares	12,000	$1.97	D	
Share Option (right to buy)	(5)	08/05/2035	Ordinary Shares	10,000	$1.46	D	

Explanation of Responses:

1. Includes 9,216 restricted stock units ("RSUs"). 1,716 RSUs vest in 11 equal quarterly installments commencing on April 1, 2026; and 7,500 RSUs vest 25% on October 1, 2026 and the remainder vests in 12 equal quarterly installments thereafter, subject to the Reporting Person's continued service to the Issuer.
2. This option vested 25% on April 1, 2023 and the remainder vested or vests in 12 equal quarterly installments thereafter, subject to the Reporting Person's continued service to the Issuer.
3. This option vested 25% on October 1, 2024 and the remainder vested or vests in 12 equal quarterly installments thereafter, subject to the Reporting Person's continued service to the Issuer.

4. This option vested 25% on October 1, 2025 and the remainder vested or vests in 12 equal quarterly installments thereafter, subject to the Reporting Person's continued service to the Issuer.

5. This option vests 25% on October 1, 2026 and the remainder vests in 12 equal quarterly installments thereafter, subject to the Reporting Person's continued service to the Issuer.

/s/ Mathias Hukkelhoven	03/18/2026
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.